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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SK FOUNDATION		A Employer identification number 76-0500154
Number and street (or P O box number if mail is not delivered to street address) 2001 KIRBY DRIVE,	Room/suite 510	B Telephone number 7135221693
City or town, state, and ZIP code HOUSTON, TX 77019		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,584,925.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	45.	45.		STATEMENT 1
	4 Dividends and interest from securities	118,515.	118,244.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123,258.			
	b Gross sales price for all assets on line 6a	1,513,442.			
	7 Capital gain net income (from Part IV, line 2)		123,258.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	230.	230.		STATEMENT 3	
12 Total. Add lines 1 through 11	242,048.	241,777.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,800.	1,400.		1,400.
	c Other professional fees				
	17 Interest				
	18 Taxes	7,997.	1,409.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	13,223.	13,223.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	24,020.	16,032.		1,400.	
25 Contributions, gifts, grants paid	95,375.			95,375.	
26 Total expenses and disbursements. Add lines 24 and 25	119,395.	16,032.		96,775.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	122,653.				
b Net investment income (if negative, enter -0-)		225,745.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	66,978.	52,356.	52,356.
	2 Savings and temporary cash investments	54,369.	52,327.	52,327.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	5,058,241.	5,197,558.	5,480,242.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	5,179,588.	5,302,241.	5,584,925.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	5,179,588.	5,302,241.		
30 Total net assets or fund balances	5,179,588.	5,302,241.		
31 Total liabilities and net assets/fund balances	5,179,588.	5,302,241.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,179,588.
2 Enter amount from Part I, line 27a	2	122,653.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	5,302,241.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,302,241.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BERNSTEIN-SEE ATTACHED SCHEDULE	P	VARIOUS	07/01/12
b BERNSTEIN-SEE ATTACHED SCHEDULE	P	VARIOUS	07/01/12
c CASH IN LIEU-BERNSTEIN	P	VARIOUS	07/01/12
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 800,995.		792,355.	8,640.
b 701,247.		597,829.	103,418.
c 30.			30.
d 11,170.			11,170.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			8,640.
b			103,418.
c			30.
d			11,170.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	123,258.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	34,000.	5,327,005.	.006383
2010	126,050.	4,892,599.	.025763
2009	108,275.	2,549,426.	.042470
2008	95,325.	795,882.	.119773
2007	220,438.	1,159,347.	.190140

2 Total of line 1, column (d)	2	.384529
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.076906
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,375,578.
5 Multiply line 4 by line 3	5	413,414.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,257.
7 Add lines 5 and 6	7	415,671.
8 Enter qualifying distributions from Part XII, line 4	8	96,775.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,515.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,515.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,515.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,300.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	6,300.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	19.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,766.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,766. Refunded <input type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ... 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) ... 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ... 13 X
Website address N/A
14 The books are in care of W.A. STOCKARD, JR. Telephone no. 713-522-1693
Located at 2001 KIRBY DRIVE, SUITE 510, HOUSTON, TX ZIP+4 77019
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ... 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ... 16 Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ... Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ... Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ... Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ... Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ... Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ... Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ... N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ... 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ... Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ... N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ... Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ... N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ... 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ... 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUE STOCKARD SCHAEFER 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	VICE-PRESIDENT 0.00	0.	0.	0.
JAN STOCKARD CATO 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	SEC/ TREASURY 0.00	0.	0.	0.
W.A. STOCKARD, JR. 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	PRESIDENT 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	5,394,815.
b	Average of monthly cash balances	1b	62,625.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,457,440.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,457,440.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,862.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,375,578.
6	Minimum investment return. Enter 5% of line 5	6	268,779.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	268,779.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,515.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,515.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	264,264.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	264,264.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	264,264.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	96,775.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,775.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				264,264.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			92,048.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 96,775.				
a Applied to 2011, but not more than line 2a			92,048.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				4,727.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				259,537.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED STATEMENT				95,375.
Total			▶ 3a	95,375.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BERNSTEIN	45.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	45.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN	129,685.	11,170.	118,515.
TOTAL TO FM 990-PF, PART I, LN 4	129,685.	11,170.	118,515.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN	230.	230.	
TOTAL TO FORM 990-PF, PART I, LINE 11	230.	230.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,800.	1,400.		1,400.
TO FORM 990-PF, PG 1, LN 16B	2,800.	1,400.		1,400.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,409.	1,409.		0.
FEDERAL INCOME TAX	288.	0.		0.
ESTIMATED FEDERAL TAX PAYMENTS	6,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,997.	1,409.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	13,075.	13,075.		0.
BANK FEES	148.	148.		0.
TO FORM 990-PF, PG 1, LN 23	13,223.	13,223.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SHEET	5,197,558.	5,480,242.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,197,558.	5,480,242.

Capital Gains Report

SK FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/07/2011	01/03/2012	195	METLIFE INC	32.24	45.90	6,287.35	8,649.66	-2,662.31
04/12/2011	01/03/2012	30	METLIFE INC	32.24	44.44	967.28	1,333.17	-365.89
01/20/2011	01/05/2012	115	LIMITED BRANDS INC	39.28	28.92	4,517.20	3,326.18	1,191.02
04/01/2011	01/06/2012	40	CELGENE CORP	66.79	57.62	2,671.70	2,304.79	366.91
01/20/2011	01/06/2012	110	LIMITED BRANDS INC	39.00	28.92	4,290.00	3,181.56	1,108.44
07/20/2011	01/06/2012	75	LIMITED BRANDS INC	39.00	40.20	2,925.00	3,014.96	-89.96
02/02/2011	01/06/2012	30	MONSANTO CO	77.37	75.38	2,321.18	2,261.49	59.69
02/14/2011	01/09/2012	20	BORGWARNER INC	64.77	79.29	1,295.39	1,585.72	-290.33
02/24/2011	01/09/2012	15	BORGWARNER INC	64.77	75.21	871.55	1,128.20	-156.65
06/03/2011	01/09/2012	75	**LYONDELLBASELL INDU-CL A	34.46	39.82	2,584.16	2,986.83	-402.67
10/25/2011	01/09/2012	40	PEPSICO INC	65.39	62.03	2,615.67	2,461.31	134.36
11/18/2011	01/09/2012	30	PEPSICO INC	65.39	63.87	1,961.76	1,816.06	45.70
08/04/2011	01/10/2012	20	VISA INC - CLASS A SHRS	99.59	85.68	1,891.88	1,713.55	278.33
01/20/2011	01/11/2012	25	ROCKWELL AUTOMATION INC	77.95	74.75	1,948.67	1,868.75	79.92
02/14/2011	01/11/2012	25	ROCKWELL AUTOMATION INC	77.95	88.39	1,948.67	2,209.80	-261.13
07/22/2011	01/12/2012	55	CONOCOPHILLIPS	70.79	75.45	3,893.62	4,149.87	-256.25
08/12/2011	01/12/2012	50	CONOCOPHILLIPS	70.79	66.48	3,539.65	3,324.13	215.52
04/12/2011	01/12/2012	25	METLIFE INC	35.68	44.44	892.03	1,110.98	-218.95
04/25/2011	01/12/2012	35	METLIFE INC	35.68	44.16	1,248.83	1,545.77	-296.94
04/18/2011	01/19/2012	40	PROCTER & GAMBLE CO	66.14	63.88	2,645.56	2,555.21	90.35
02/03/2011	01/23/2012	30	**ACCENTURE PLC-CL A	55.99	52.41	1,679.63	1,572.35	107.28
02/11/2011	01/23/2012	10	**ACCENTURE PLC-CL A	55.99	52.45	559.88	524.48	35.40
06/02/2011	01/23/2012	50	FMC TECHNOLOGIES INC	52.31	43.81	2,615.61	2,190.57	425.04
01/09/2012	01/24/2012	65	WATSON PHARMACEUTICALS INC	56.00	63.31	3,640.07	4,114.98	-474.91
05/17/2011	01/27/2012	50	CELGENE CORP	73.05	59.91	3,652.25	2,985.68	666.57
06/03/2011	01/31/2012	50	**LYONDELLBASELL INDU-CL A	42.90	39.98	2,144.78	1,988.89	145.89
02/01/2011	01/31/2012	175	LOWE'S COS INC	26.85	24.97	4,698.75	4,370.19	328.56
05/17/2011	01/31/2012	35	PROCTER & GAMBLE CO	62.88	67.48	2,200.84	2,361.89	-160.85
05/03/2011	01/31/2012	225	TYSON FOODS INC-CL A	18.61	19.95	4,188.33	4,488.95	-300.62
06/23/2011	01/31/2012	25	TYSON FOODS INC-CL A	18.61	18.55	465.37	463.73	1.64
06/02/2011	02/01/2012	50	**INGERSOLL-RAND PLC	35.25	47.67	1,762.50	2,383.67	-621.17
06/03/2011	02/02/2012	50	**LYONDELLBASELL INDU-CL A	43.31	38.98	2,165.42	1,988.89	166.53
08/03/2011	02/06/2012	25	VF CORP	132.77	112.51	3,319.29	2,812.85	506.44
08/04/2011	02/08/2012	9	VF CORP	132.77	110.65	1,194.95	995.86	199.09
06/02/2011	02/07/2012	55	FMC TECHNOLOGIES INC	53.81	43.81	2,959.75	2,409.63	550.12
05/17/2011	02/07/2012	33	GOODRICH CORP	125.36	90.05	4,136.73	2,971.64	1,165.09
02/11/2011	02/10/2012	40	**ACCENTURE PLC-CL A	56.75	52.45	2,270.14	2,097.91	172.23
02/25/2011	02/10/2012	10	**ACCENTURE PLC-CL A	56.75	52.02	567.54	520.24	47.30
02/24/2011	02/13/2012	25	MARATHON PETROLEUM CORP	43.54	38.28	1,088.48	957.11	131.37
05/17/2011	02/14/2012	17	GOODRICH CORP	125.51	90.05	2,133.71	1,530.84	602.87
02/25/2011	02/15/2012	40	**ACCENTURE PLC-CL A	58.08	52.02	2,323.33	2,080.98	242.35
10/06/2011	02/15/2012	80	ESTEE LAUDER COMPANIES-CL A	55.46	44.62	4,436.70	3,569.95	866.75
08/04/2011	02/16/2012	16	VF CORP	146.38	110.65	2,342.01	1,770.43	571.58
09/06/2011	02/17/2012	150	DELL INC	18.13	14.14	2,718.95	2,120.84	598.11
08/22/2011	02/23/2012	200	CMS ENERGY CORP	21.59	16.68	4,318.76	3,735.04	583.72
10/24/2011	02/23/2012	125	CMS ENERGY CORP	21.59	21.01	2,699.23	2,626.44	72.79

Capital Gains Report

SK FOUNDATION

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January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/25/2011	02/23/2012	25	MONSANTO CO	77.69	71.94	1,942.17	1,798.62	143.55
06/08/2011	02/28/2012	110	GENERAL MOTORS CO	26.24	28.91	2,886.31	3,178.94	-293.63
12/09/2011	03/20/2012	32	GOLDMAN SACHS GROUP INC	126.74	102.69	4,055.82	3,286.22	769.60
03/29/2011	03/20/2012	60	HOODY'S CORP	41.68	33.35	2,500.76	2,000.75	500.01
06/24/2011	03/20/2012	100	UNITEDHEALTH GROUP INC	55.07	50.48	5,506.73	5,048.38	458.35
08/04/2011	03/09/2012	225	CBRE GROUP INC	19.15	19.89	4,308.60	4,475.25	-166.65
08/28/2011	03/09/2012	25	CBRE GROUP INC	19.15	14.09	478.73	352.21	126.52
08/06/2011	03/21/2012	45	LAS VEGAS SANDS CORP	57.72	44.93	2,597.61	2,021.69	575.92
01/24/2012	03/21/2012	25	LAS VEGAS SANDS CORP	57.72	47.75	1,443.12	1,193.87	249.25
07/12/2011	03/27/2012	80	DTE ENERGY COMPANY	55.39	50.04	4,430.84	4,003.20	427.64
08/22/2011	03/27/2012	10	DTE ENERGY COMPANY	55.39	47.51	553.86	475.12	78.74
02/13/2012	03/27/2012	75	DOW CHEMICAL	35.52	34.19	2,664.04	2,563.98	100.05
04/25/2011	03/27/2012	65	METLIFE INC	36.14	44.16	2,479.02	2,870.71	-391.69
05/17/2011	03/27/2012	50	METLIFE INC	36.14	43.87	1,806.84	2,193.30	-286.36
08/11/2011	03/27/2012	75	METLIFE INC	36.14	32.56	2,860.41	2,441.64	418.77
09/06/2011	03/29/2012	75	TRAVELERS COS INC/THE	58.54	48.30	4,390.76	3,622.38	768.38
12/08/2011	04/04/2012	125	ILLUMINA INC	51.96	29.14	6,495.45	3,643.06	2,852.39
12/01/2011	04/04/2012	20	SALESFORCE COM INC	154.72	118.40	3,084.37	2,368.04	726.33
05/17/2011	04/11/2012	110	GENERAL MILLS INC	38.56	39.78	4,241.67	4,376.13	-134.46
05/18/2011	04/11/2012	55	GENERAL MILLS INC	38.56	39.83	2,120.83	2,190.59	-69.76
08/31/2011	04/11/2012	35	GENERAL MILLS INC	38.56	37.94	1,349.62	1,327.85	21.77
04/18/2011	04/17/2012	155	GANESTOP CORP	22.11	25.91	3,427.79	4,015.55	-587.76
01/11/2012	04/17/2012	225	**NEXEN INC	19.05	17.75	4,285.51	3,993.10	292.41
11/11/2011	04/19/2012	35	PERRIGO INC	106.05	91.70	3,711.66	3,209.47	502.19
11/23/2011	04/19/2012	25	PERRIGO INC	106.05	89.98	2,651.19	2,249.41	401.78
06/09/2011	04/25/2012	100	HOODY'S COPP	42.01	40.02	4,201.22	4,002.42	198.80
09/15/2011	04/25/2012	150	**MARVELL TECHNOLOGY GROUP LT	14.82	15.24	2,223.33	2,285.33	-62.00
10/20/2011	04/25/2012	25	**MARVELL TECHNOLOGY GROUP LT	14.82	13.32	370.56	332.88	37.68
05/06/2011	04/25/2012	70	**POTASH CORP OF SASKATCHEWAN	44.10	53.47	3,087.00	3,742.93	-655.93
05/16/2011	04/25/2012	25	**POTASH CORP OF SASKATCHEWAN	44.10	52.25	1,102.50	1,306.14	-203.64
12/05/2011	05/04/2012	375	MORGAN STANLEY	16.00	16.45	5,999.81	6,169.69	-169.88
12/06/2011	05/04/2012	125	MORGAN STANLEY	16.00	16.51	1,999.94	2,063.60	-63.66
01/06/2012	05/07/2012	55	VERTEX PHARMACEUTICALS INC	54.59	34.06	3,002.31	1,873.30	1,129.01
05/31/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	59.00	4,184.76	4,424.63	-239.87
01/03/2012	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	55.80	46.89	2,789.84	2,344.67	445.17
01/13/2012	05/17/2012	75	ILLUMINA INC	43.81	35.83	3,285.75	2,687.06	598.69
06/07/2011	05/21/2012	27	ANADARKO PETROLEUM CORP	63.75	75.46	1,721.27	2,037.54	-316.27
06/10/2011	05/21/2012	50	ANADARKO PETROLEUM CORP	63.75	73.24	3,187.54	3,662.23	-474.69
07/19/2011	05/21/2012	23	ANADARKO PETROLEUM CORP	63.75	81.69	1,466.27	1,878.95	-412.68
08/08/2011	05/21/2012	78	ANADARKO PETROLEUM CORP	63.75	65.78	4,972.56	5,130.77	-158.21
07/18/2011	05/21/2012	50	QUALCOMM INC	57.08	54.75	2,854.00	2,737.57	116.43
07/18/2011	05/22/2012	10	**TRANSOCEAN LTD	43.91	62.43	439.10	624.30	-185.20
01/09/2012	05/23/2012	50	**POTASH CORP OF SASKATCHEWAN	39.03	41.39	1,951.50	2,069.55	-118.05
01/13/2012	05/23/2012	50	**POTASH CORP OF SASKATCHEWAN	39.03	42.89	1,951.50	2,144.31	-192.81
08/16/2011	05/24/2012	150	CORNING INC	12.78	15.18	1,917.03	2,277.11	-360.08
08/19/2011	05/24/2012	150	CORNING INC	12.78	14.69	1,917.03	2,203.96	-286.93
01/13/2012	06/01/2012	115	FREEMPORT-MCHORAN COPPER	32.33	41.78	3,716.30	4,804.55	-1,088.25
01/20/2012	06/01/2012	65	FREEMPORT-MCHORAN COPPER	32.33	43.75	2,101.64	2,843.92	-742.28
01/25/2012	06/01/2012	70	FREEMPORT-MCHORAN COPPER	32.33	43.80	2,263.31	3,065.90	-802.59

Capital Gains Report

SK FOUNDATION (

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/10/2011	06/06/2012	25	CENTURYLINK INC	37.41	33.61	935.33	840.30	95.03
08/24/2011	06/12/2012	70	DIRECTV-CLASS A	43.18	42.78	3,022.81	2,994.79	28.02
03/21/2012	06/12/2012	65	DIRECTV-CLASS A	43.18	48.11	2,806.89	3,127.05	-320.16
11/02/2011	06/14/2012	35	BOEING CO/THE	71.81	64.42	2,513.34	2,254.68	258.66
11/04/2011	06/14/2012	30	BOEING CO/THE	71.81	65.59	2,154.30	1,967.83	186.47
11/08/2011	06/14/2012	35	BOEING CO/THE	71.81	65.77	2,513.34	2,301.96	211.38
11/10/2011	06/14/2012	30	BOEING CO/THE	71.81	65.13	2,154.30	1,853.88	200.42
12/06/2011	06/14/2012	35	BOEING CO/THE	71.81	71.05	2,513.34	2,486.67	26.67
01/04/2012	06/14/2012	30	BOEING CO/THE	71.81	73.99	2,154.30	2,219.63	-65.33
02/13/2012	06/14/2012	30	BOEING CO/THE	71.81	74.97	2,154.29	2,248.14	-94.85
08/22/2011	06/14/2012	35	DTE ENERGY COMPANY	59.15	47.51	2,070.16	1,662.92	407.24
08/23/2011	06/14/2012	40	DTE ENERGY COMPANY	59.15	48.27	2,365.90	1,930.86	434.94
03/12/2012	06/14/2012	55	PERRIGO INC	110.80	104.34	6,094.00	5,738.80	355.20
09/06/2011	06/18/2012	140	GENERAL ELECTRIC CO	19.66	15.23	2,752.55	2,131.71	620.84
07/22/2011	06/20/2012	75	QUALCOMM INC	56.94	57.25	4,270.13	4,293.68	-23.55
02/07/2012	06/21/2012	50	GOLDMAN SACHS GROUP INC	94.69	116.45	4,734.65	5,822.70	-1,088.05
08/04/2011	06/26/2012	70	JPMORGAN CHASE & CO	35.75	38.61	2,502.80	2,702.90	-200.10
03/30/2012	06/26/2012	98	JPMORGAN CHASE & CO	35.75	45.83	3,503.62	4,491.38	-987.46
02/24/2012	07/02/2012	100	EDISON INTERNATIONAL	46.12	42.15	4,612.00	4,214.83	397.07
06/01/2012	07/11/2012	75	YUM! BRANDS INC	62.07	66.80	4,655.33	5,009.67	-354.34
07/29/2011	07/13/2012	163	MARATHON PETROLEUM CORP	44.72	43.82	7,289.52	7,143.44	146.08
08/10/2011	07/13/2012	75	MARATHON PETROLEUM CORP	44.72	35.54	3,354.08	2,665.22	688.86
10/20/2011	07/13/2012	60	PVH CORP	75.75	66.10	4,545.19	3,966.19	579.00
12/21/2011	07/13/2012	40	PVH CORP	75.75	67.02	3,030.12	2,680.68	349.44
10/21/2011	07/18/2012	35	BORGWARNER INC	64.87	71.28	2,270.27	2,484.95	-224.68
10/26/2011	07/18/2012	65	TRW AUTOMOTIVE HOLDINGS CORP	36.58	40.50	2,377.53	2,632.53	-255.00
10/27/2011	07/18/2012	50	TRW AUTOMOTIVE HOLDINGS CORP	36.58	42.75	1,828.87	2,137.44	-308.57
09/09/2011	07/24/2012	130	DOLLAR GENERAL CORP	52.50	34.65	6,825.38	4,504.08	2,321.30
12/07/2011	07/24/2012	65	DOLLAR GENERAL CORP	52.50	39.00	3,412.69	2,535.00	877.69
09/08/2011	07/25/2012	80	FMC TECHNOLOGIES INC	42.24	44.00	3,379.29	3,519.66	-140.37
11/03/2011	07/25/2012	90	FMC TECHNOLOGIES INC	42.24	47.18	3,801.70	4,246.47	-444.77
08/23/2011	07/26/2012	40	***COVIDIEN PLC	53.88	49.98	2,155.02	1,899.33	155.69
10/19/2011	07/26/2012	55	***COVIDIEN PLC	53.88	45.39	2,963.15	2,496.66	466.49
10/28/2011	07/26/2012	50	***COVIDIEN PLC	53.88	48.26	2,693.77	2,413.21	280.56
11/18/2011	07/26/2012	50	***COVIDIEN PLC	53.88	46.21	2,693.77	2,310.63	383.14
01/12/2012	07/26/2012	50	***COVIDIEN PLC	53.88	45.73	2,693.77	2,286.44	407.33
09/28/2011	07/27/2012	150	CBRE GROUP INC	15.79	14.09	2,368.29	2,113.24	255.05
11/16/2011	07/27/2012	150	CBRE GROUP INC	15.79	16.13	2,368.29	2,419.11	-50.82
02/13/2012	07/27/2012	125	CBRE GROUP INC	15.79	17.92	1,973.58	2,239.64	-266.06
01/06/2012	07/27/2012	90	VERTEX PHARMACEUTICALS INC	49.88	34.06	4,488.89	3,065.39	1,423.50
06/12/2012	07/30/2012	100	AMERICAN EXPRESS CO	58.35	56.17	5,835.00	5,616.77	218.23
05/21/2012	07/30/2012	550	CONAGRA FOODS INC	24.50	25.13	13,476.76	13,821.50	-344.74
10/28/2011	07/30/2012	45	LAM RESEARCH CORP	34.14	44.29	1,536.30	1,983.07	-456.77
08/11/2011	08/01/2012	100	***BP PLC-SPONS ADR	40.30	39.65	4,030.21	3,965.21	65.00
10/06/2011	08/02/2012	60	LEAR CORP	36.56	44.29	2,193.39	2,657.30	-463.91
08/10/2011	08/03/2012	75	CENTURYLINK INC	41.84	33.61	3,137.69	2,520.91	616.78
03/07/2012	08/03/2012	225	LIBERTY INTERACTIVE CORP-A	18.87	18.73	4,268.25	4,215.17	53.08
10/20/2011	08/03/2012	225	***MARVELL TECHNOLOGY GROUP LT	11.29	13.32	2,539.55	2,895.92	-456.37
11/01/2011	08/03/2012	150	***MARVELL TECHNOLOGY GROUP LT	11.29	13.58	1,693.04	2,036.40	-343.36

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11/04/2011	08/03/2012	150	***MARVELL TECHNOLOGY GROUP LT	11.29	14.02	1,693.03	2,102.79	-409.76
08/31/2011	08/09/2012	25	GENERAL MILLS INC	38.53	37.94	963.29	948.47	14.82
10/11/2011	08/09/2012	75	GENERAL MILLS INC	38.53	40.07	2,889.86	3,005.09	-115.23
11/02/2011	08/09/2012	75	GENERAL MILLS INC	38.53	38.51	2,889.86	2,887.95	1.91
01/12/2012	08/09/2012	50	GENERAL MILLS INC	38.53	40.61	1,926.58	2,030.45	-103.87
08/15/2011	08/09/2012	35	ROCKWELL AUTOMATION INC	70.85	65.08	2,479.59	2,277.80	201.79
11/16/2011	08/09/2012	30	ROCKWELL AUTOMATION INC	70.85	73.58	2,125.36	2,207.53	-82.17
01/09/2012	08/10/2012	80	STRYKER CORP	53.10	51.72	4,248.12	4,137.58	110.54
01/10/2012	08/10/2012	60	STRYKER CORP	53.10	52.14	3,186.09	3,128.40	57.69
01/12/2012	08/10/2012	45	STRYKER CORP	53.10	52.39	2,389.57	2,357.60	31.97
02/13/2012	08/10/2012	40	STRYKER CORP	53.10	54.07	2,124.06	2,162.62	-38.56
10/24/2011	08/10/2012	185	CENTERPOINT ENERGY INC	21.12	21.24	3,906.50	3,929.40	-22.90
02/22/2012	08/10/2012	140	CENTERPOINT ENERGY INC	21.12	18.83	2,956.27	2,635.71	320.56
06/21/2012	08/14/2012	175	HALLIBURTON CO	35.10	28.57	6,142.03	4,999.24	1,142.79
05/17/2012	08/16/2012	75	AMGEN INC	83.02	71.38	6,226.51	5,353.50	873.01
07/16/2012	08/17/2012	125	CBS CORP-CLASS B NON VOTING	35.87	31.30	4,483.91	3,912.55	571.36
01/27/2012	08/17/2012	40	EMERSON ELECTRIC CO	52.18	51.80	2,087.29	2,071.89	15.40
01/30/2012	08/17/2012	70	EMERSON ELECTRIC CO	52.18	51.41	3,652.75	3,598.78	53.97
02/02/2012	08/17/2012	50	EMERSON ELECTRIC CO	52.18	51.84	2,609.10	2,587.09	12.01
12/14/2011	08/17/2012	60	HERSHEY CO/THE	72.13	58.77	4,327.80	3,526.40	801.40
12/22/2011	08/17/2012	35	HERSHEY CO/THE	72.13	61.02	2,524.55	2,135.76	388.79
02/14/2012	08/17/2012	50	HERSHEY CO/THE	72.13	60.45	3,606.50	3,022.36	584.14
02/24/2012	08/17/2012	40	HERSHEY CO/THE	72.13	60.97	2,885.20	2,439.00	446.20
09/14/2011	08/23/2012	75	CENTURYLINK INC	41.56	34.84	3,117.06	2,612.71	504.35
10/11/2011	08/23/2012	150	CENTURYLINK INC	41.56	33.45	6,234.12	5,017.17	1,216.95
02/13/2012	08/23/2012	55	INFORMATICA CORPORATION	31.35	46.80	1,724.25	2,574.22	-849.97
06/14/2012	08/23/2012	170	INFORMATICA CORPORATION	31.35	41.04	5,329.50	6,876.77	-1,547.27
01/24/2012	08/24/2012	45	LAS VEGAS SANDS CORP	42.59	47.75	1,916.38	2,148.96	-232.58
02/17/2012	08/24/2012	65	LAS VEGAS SANDS CORP	42.59	53.06	2,768.11	3,448.59	-680.48
06/14/2012	08/24/2012	15	LAS VEGAS SANDS CORP	42.59	45.42	638.80	681.36	-42.56
03/12/2012	08/24/2012	20	VISA INC - CLASS A SHRS	126.76	116.60	2,535.27	2,331.95	203.32
03/06/2012	08/27/2012	50	MCKESSON CORP	87.68	82.38	4,383.75	4,119.16	264.59
03/22/2012	08/27/2012	30	MCKESSON CORP	87.68	86.39	2,630.25	2,591.77	38.48
11/01/2011	08/27/2012	350	NEWELL RUBBERMAID INC	17.35	14.82	6,071.56	5,185.64	885.92
10/12/2011	08/28/2012	300	GANNETT CO	15.02	11.07	4,506.09	3,319.83	1,186.26
07/13/2012	08/31/2012	125	DOLLAR TREE INC	48.16	52.64	6,019.40	6,579.79	-560.39
05/21/2012	08/31/2012	225	KIMBERLY-CLARK CORP	83.61	78.44	18,813.33	17,649.02	1,164.31
06/15/2012	09/06/2012	10	CHIPOTLE MEXICAN GRILL-CL A	301.35	400.96	3,013.51	4,009.63	-996.12
10/07/2011	09/17/2012	175	APPLIED MATERIALS INC	11.91	10.83	2,084.41	1,894.76	189.65
10/18/2011	09/17/2012	75	APPLIED MATERIALS INC	11.91	11.56	893.32	867.12	26.20
07/24/2012	09/20/2012	200	WISCONSIN ENERGY CORP	36.77	40.45	7,353.30	8,090.98	-737.68
06/21/2012	09/21/2012	275	HALLIBURTON CO	35.94	28.57	9,882.32	7,855.96	2,026.36
08/30/2012	09/21/2012	75	HALLIBURTON CO	35.94	32.81	2,695.18	2,460.65	234.53
07/26/2012	09/21/2012	100	PEPSICO INC	70.80	71.29	7,080.15	7,128.71	-48.56
08/03/2012	09/26/2012	250	CONSOLIDATED EDISON INC	60.00	64.36	15,000.00	16,090.35	-1,090.35
07/18/2012	09/27/2012	250	XCEL ENERGY INC	27.54	29.07	6,884.15	7,267.93	-383.78
10/26/2011	10/01/2012	50	GENERAL MOTORS CO	23.21	24.93	1,160.27	1,246.34	-86.07
08/02/2012	10/05/2012	125	MONDELEZ INTERNATIONAL-W/I	27.80	25.55	3,475.38	3,194.27	281.11
08/21/2012	10/05/2012	75	MONDELEZ INTERNATIONAL-W/I	27.80	26.87	2,085.22	2,015.35	69.87

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09/05/2012	10/09/2012	375	EDISON INTERNATIONAL	46.84	44.00	17,566.43	16,500.56	1,065.87
09/10/2012	10/11/2012	75	FAMILY DOLLAR STORES	66.57	63.53	4,992.60	4,764.72	227.88
06/12/2012	10/15/2012	150	US BANCORP	33.50	30.48	5,025.33	4,571.80	453.53
06/28/2012	10/23/2012	200	MICROSOFT CORP	28.03	29.55	5,606.38	5,909.26	-302.88
08/16/2012	10/23/2012	100	MICROSOFT CORP	28.03	30.45	2,803.19	3,045.34	-242.15
10/26/2011	10/26/2012	75	GENERAL MOTORS CO	23.33	24.93	1,749.64	1,869.52	-119.88
11/14/2011	10/26/2012	300	GENERAL MOTORS CO	23.33	23.01	6,998.55	6,804.05	94.50
08/29/2012	10/26/2012	125	GENERAL MOTORS CO	23.33	21.31	2,916.06	2,663.34	252.72
06/19/2012	10/31/2012	22	PRICELINE COM INC	571.55	679.18	12,574.18	14,941.87	-2,367.69
06/12/2012	11/01/2012	100	AMERICAN EXPRESS CO	56.91	56.17	5,690.82	5,616.77	74.05
12/30/2011	11/01/2012	150	APOLLO GROUP INC-CL A	20.20	54.06	3,029.94	8,109.54	-5,079.60
03/14/2012	11/01/2012	50	APOLLO GROUP INC-CL A	20.20	42.08	1,009.98	2,104.19	-1,094.21
06/15/2012	11/08/2012	50	MCDONALD'S CORP	86.20	90.45	4,309.83	4,522.48	-212.55
11/08/2011	11/08/2012	125	TRANSOCEAN LTD	46.74	50.59	5,842.30	6,324.13	-481.83
06/29/2012	11/08/2012	150	ABBOTT LABORATORIES	64.43	63.90	9,665.15	9,585.00	80.15
08/06/2012	11/09/2012	20	AUTOZONE INC	377.83	362.90	7,556.67	7,257.94	298.73
07/30/2012	11/09/2012	175	WALGREEN CO	32.76	36.10	5,732.39	6,317.40	-585.01
05/30/2012	11/12/2012	50	HOME DEPOT INC	61.12	49.60	3,056.13	2,480.16	575.97
08/07/2012	11/13/2012	175	ENTERGY CORP	64.75	71.33	11,331.51	12,482.82	-1,151.31
03/16/2012	11/16/2012	65	EMERSON ELECTRIC CO	48.06	52.40	3,123.80	3,406.18	-282.38
03/28/2012	11/16/2012	10	EMERSON ELECTRIC CO	48.06	51.34	480.59	513.45	-32.86
03/28/2012	11/16/2012	65	EMERSON ELECTRIC CO	48.06	51.34	3,123.80	3,337.40	-213.60
04/26/2012	11/16/2012	150	EMERSON ELECTRIC CO	48.06	51.84	7,208.78	7,775.36	-566.58
08/31/2012	11/16/2012	135	EMERSON ELECTRIC CO	48.06	51.06	6,487.80	6,892.65	-404.75
05/22/2012	11/16/2012	100	TYSON FOODS INC-CL A	16.77	19.42	1,676.85	1,941.96	-265.11
06/14/2012	12/03/2012	175	LAS VEGAS SANDS CORP	47.03	45.42	8,229.99	7,949.22	280.77
04/12/2012	12/12/2012	50	COACH INC	56.46	74.63	2,822.90	3,731.31	-908.41
04/12/2012	12/12/2012	10	COACH INC	56.46	74.63	564.58	746.26	-181.68
04/20/2012	12/12/2012	15	COACH INC	56.46	76.25	846.87	1,143.78	-296.91
06/27/2012	12/21/2012	40	O'REILLY AUTOMOTIVE INC	90.20	82.53	3,607.96	3,301.21	306.75
07/02/2012	12/21/2012	35	O'REILLY AUTOMOTIVE INC	90.20	83.90	3,156.97	2,936.37	220.60
07/30/2012	12/21/2012	175	WALGREEN CO	36.39	36.10	6,367.45	6,317.39	50.06
08/01/2012	12/27/2012	125	BMC SOFTWARE INC	39.77	37.24	4,971.24	4,654.50	316.74
08/09/2012	12/28/2012	250	AMEREN CORPORATION	30.60	34.39	7,650.00	8,596.88	-946.88
SUBTOTAL FOR SHORT-TERM NON-COVERED						600,894.83	792,354.70	8,640.23
LONG-TERM NON-COVERED								
08/25/2010	01/06/2012	20	MONSANTO CO	77.37	55.24	1,547.46	1,104.90	442.56
05/20/2010	01/10/2012	150	MARATHON OIL CORP	31.21	19.26	4,681.68	2,888.39	1,793.29
11/11/2009	01/25/2012	75	BROADCOM CORP-CL A	35.71	28.22	2,678.19	2,116.82	561.37
11/12/2009	01/25/2012	100	ENC CORP/HASS	25.73	16.83	2,572.72	1,683.23	889.49
11/12/2009	01/26/2012	75	JOHNSON CONTROLS INC	31.67	26.79	2,375.04	2,009.31	365.73
12/13/2010	01/31/2012	125	LOWE'S COS INC	26.85	25.07	3,356.25	3,133.65	222.60
05/20/2010	01/31/2012	25	MARATHON PETROLEUM CORP	38.08	25.00	851.90	625.12	326.78
05/20/2010	01/31/2012	100	MARATHON PETROLEUM CORP	38.08	25.00	3,807.60	2,500.49	1,307.11
11/19/2010	02/01/2012	25	ALLERGAN INC	88.52	68.51	2,212.93	1,712.78	500.14

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01/06/2011	02/01/2012	5	ALLERGAN INC	88.52	70.60	442.59	352.99	89.60
04/15/2010	02/01/2012	65	***INGERSOLL-RAND PLC	35.25	37.84	2,291.25	2,459.90	-168.65
10/29/2010	02/01/2012	50	STARBUCKS CORP	48.21	28.56	2,410.37	1,427.98	982.39
07/08/2009	02/03/2012	5	APPLE INC	458.48	135.94	2,292.40	679.71	1,612.69
07/08/2009	02/08/2012	50	DANAHER CORP	52.21	28.97	2,610.27	1,448.30	1,161.97
11/19/2010	02/08/2012	115	GENERAL MOTORS CO	25.81	33.83	2,968.17	3,890.68	-922.51
05/20/2010	02/08/2012	37	MARATHON PETROLEUM CORP	44.90	25.00	1,661.26	825.18	736.08
07/02/2010	02/08/2012	13	MARATHON PETROLEUM CORP	44.90	24.18	583.69	314.35	269.34
11/12/2009	02/10/2012	80	JOHNSON CONTROLS INC	32.97	26.79	1,648.53	1,339.54	308.99
12/01/2009	02/10/2012	50	JOHNSON CONTROLS INC	32.97	27.42	2,637.64	2,193.36	444.28
12/01/2009	02/10/2012	20	JOHNSON CONTROLS INC	32.97	27.42	659.41	548.34	111.07
08/16/2010	02/10/2012	75	JOHNSON CONTROLS INC	32.97	28.93	2,472.79	2,169.93	302.86
08/13/2010	02/10/2012	50	UNITED PARCEL SERVICE-CL B	76.39	64.59	3,819.59	3,229.28	590.31
07/02/2010	02/13/2012	50	MARATHON PETROLEUM CORP	43.54	24.18	2,176.96	1,209.05	967.91
07/08/2009	02/16/2012	5	APPLE INC	482.61	135.94	2,463.04	679.71	1,783.33
11/12/2010	02/17/2012	100	DELL INC	18.13	13.65	1,812.63	1,364.66	447.97
12/23/2010	02/22/2012	30	CITRIX SYSTEMS INC	73.47	68.47	2,204.07	2,054.22	149.85
01/06/2011	02/22/2012	10	CITRIX SYSTEMS INC	73.47	68.86	734.69	688.63	46.06
02/10/2011	02/23/2012	15	MONSANTO CO	77.69	75.38	1,165.30	1,130.74	34.56
02/17/2011	02/23/2012	35	MONSANTO CO	77.69	73.85	2,719.03	2,584.68	134.35
12/20/2010	02/23/2012	65	**POTASH CORP OF SASKATCHEWAN	46.55	46.50	3,025.44	3,022.66	2.78
07/08/2009	02/28/2012	10	APPLE INC	533.76	135.94	5,337.59	1,359.42	3,978.17
07/08/2009	03/06/2012	5	APPLE INC	529.77	135.94	2,648.83	679.71	1,969.12
10/18/2010	03/09/2012	17	GOLDMAN SACHS GROUP INC	117.59	152.65	1,999.11	2,598.51	-599.40
10/22/2010	03/09/2012	10	GOLDMAN SACHS GROUP INC	117.59	158.18	1,175.94	1,581.82	-405.88
07/08/2009	03/14/2012	70	JPMORGAN CHASE & CO	43.57	32.81	3,049.84	2,296.66	753.18
06/08/2010	03/15/2012	80	DOW CHEMICAL	34.74	26.05	2,779.41	2,083.95	695.46
08/17/2010	03/15/2012	45	DOW CHEMICAL	34.74	24.37	1,563.42	1,096.67	466.75
10/18/2010	03/20/2012	3	GOLDMAN SACHS GROUP INC	126.74	152.85	380.23	458.56	-78.33
08/27/2010	03/21/2012	55	DOW CHEMICAL	35.04	24.37	1,927.19	1,340.37	586.82
09/20/2010	03/21/2012	40	DOW CHEMICAL	35.04	26.89	1,401.60	1,075.50	326.10
11/11/2009	03/27/2012	100	BROADCOM CORP-CL A	39.19	26.49	3,919.30	2,649.17	1,270.13
09/20/2010	03/27/2012	35	DOW CHEMICAL	35.52	26.89	1,243.22	941.06	302.16
01/07/2011	03/27/2012	70	DOW CHEMICAL	35.52	34.89	2,486.43	2,449.21	37.22
07/08/2009	03/28/2012	165	TRAVELERS COS INC/THE	58.54	38.88	9,659.68	6,414.64	3,245.04
07/28/2010	03/28/2012	60	TRAVELERS COS INC/THE	58.54	50.61	3,512.61	3,036.41	476.20
03/04/2011	03/29/2012	50	TRAVELERS COS INC/THE	58.54	58.90	2,927.18	2,945.04	-17.86
07/08/2009	04/04/2012	5	APPLE INC	622.32	135.94	3,111.61	679.71	2,431.90
10/22/2010	04/09/2012	15	GOLDMAN SACHS GROUP INC	116.84	158.18	1,754.07	2,372.74	-618.67
03/02/2011	04/09/2012	10	GOLDMAN SACHS GROUP INC	116.84	161.71	1,168.38	1,617.06	-448.68
08/13/2010	04/11/2012	35	UNITED PARCEL SERVICE-CL B	78.97	64.59	2,764.10	2,260.50	503.60
09/02/2010	04/11/2012	45	UNITED PARCEL SERVICE-CL B	78.97	67.09	3,553.84	3,019.23	534.61
10/22/2010	04/19/2012	35	FLOWSERVE CORPORATION	111.66	113.75	3,907.89	3,981.23	-73.24
12/08/2010	04/19/2012	15	FLOWSERVE CORPORATION	111.66	113.84	1,674.85	1,707.62	-32.77
10/29/2010	04/19/2012	50	STARBUCKS CORP	59.26	28.56	2,963.12	1,427.97	1,535.15
02/24/2011	04/20/2012	15	BORGWARNER INC	80.69	75.21	1,210.33	1,128.20	82.13
03/15/2011	04/20/2012	15	BORGWARNER INC	80.69	73.16	1,210.33	1,097.38	112.95
03/29/2011	04/25/2012	65	MOODY'S CORP	42.01	33.35	2,730.79	2,167.48	563.31
10/28/2010	04/25/2012	250	**MARVELL TECHNOLOGY GROUP LT	14.82	19.08	3,705.55	4,770.63	-1,065.08

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02/11/2011	04/25/2012	150	***MARVELL TECHNOLOGY GROUP LT	14.82	19.73	2,223.33	2,959.82	-736.49
06/08/2010	04/26/2012	100	BROADCOM CORP-CL A	36.25	33.33	3,625.45	3,332.53	292.92
09/16/2010	04/26/2012	25	BROADCOM CORP-CL A	36.25	35.12	906.36	878.06	28.30
12/08/2010	04/26/2012	135	NORTHROP GRUMMAN CORP	63.46	58.36	8,566.44	7,878.77	687.67
07/29/2009	04/27/2012	100	CONSTELLATION BRANDS INC-A	22.00	13.41	2,200.06	1,340.78	859.28
12/03/2009	04/27/2012	275	CONSTELLATION BRANDS INC-A	22.00	16.59	6,050.17	4,562.03	1,488.14
09/08/2010	05/07/2012	25	UNITED PARCEL SERVICE-CL B	78.03	67.84	1,950.84	1,698.39	252.45
10/21/2010	05/07/2012	45	UNITED PARCEL SERVICE-CL B	78.03	69.86	3,511.51	3,143.70	367.81
10/22/2010	05/07/2012	50	UNITED PARCEL SERVICE-CL B	78.03	69.74	3,901.68	3,487.04	414.64
11/09/2010	05/07/2012	50	UNITED PARCEL SERVICE-CL B	78.03	69.44	3,901.68	3,471.87	429.81
01/18/2011	05/07/2012	25	UNITED PARCEL SERVICE-CL B	78.03	72.85	1,950.84	1,821.31	129.53
03/08/2011	05/07/2012	25	UNITED PARCEL SERVICE-CL B	78.03	73.07	1,950.84	1,826.82	124.02
10/08/2010	05/11/2012	25	EXPRESS SCRIPTS HOLDING CO	55.60	48.13	1,394.82	1,203.19	191.73
03/07/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	54.64	4,184.76	4,097.81	86.95
04/21/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	56.21	4,184.76	4,215.40	-30.64
03/29/2010	05/17/2012	70	GILEAD SCIENCES INC	50.82	46.19	3,557.40	3,233.07	324.33
04/08/2010	05/17/2012	2	GILEAD SCIENCES INC	50.82	45.74	101.64	91.48	10.16
11/08/2010	05/17/2012	32	GILEAD SCIENCES INC	50.82	38.68	1,626.24	1,237.78	388.46
04/01/2011	05/17/2012	60	GILEAD SCIENCES INC	50.82	42.56	3,049.20	2,553.42	495.78
05/20/2010	05/21/2012	175	MARATHON OIL CORP	24.33	19.26	4,257.21	3,369.79	887.42
07/02/2010	05/21/2012	125	MARATHON OIL CORP	24.33	18.83	3,040.86	2,353.56	687.30
02/24/2011	05/21/2012	125	MARATHON OIL CORP	24.33	29.34	3,040.86	3,667.11	-626.25
01/27/2011	05/21/2012	85	QUALCOMM INC	57.08	54.96	4,851.80	4,671.59	180.21
02/04/2011	05/21/2012	45	QUALCOMM INC	57.08	54.86	2,568.60	2,468.62	99.98
02/15/2011	05/21/2012	55	QUALCOMM INC	57.08	58.71	3,139.40	3,229.19	-89.79
02/18/2011	05/21/2012	40	QUALCOMM INC	57.08	59.08	2,283.20	2,363.36	-80.16
03/21/2011	05/21/2012	50	QUALCOMM INC	57.08	53.74	2,854.00	2,686.86	167.14
03/29/2011	05/21/2012	50	QUALCOMM INC	57.08	53.97	2,854.00	2,698.33	155.67
04/28/2011	05/21/2012	50	QUALCOMM INC	57.08	57.43	2,854.00	2,871.67	-17.67
05/13/2011	05/22/2012	65	***TRANSOCEAN LTD	43.91	68.74	2,854.15	4,467.83	-1,613.78
05/16/2011	05/23/2012	65	***POTASH CORP OF SASKATCHEWAN	39.03	52.25	2,536.95	3,395.96	-859.01
09/30/2009	05/24/2012	45	CORNING INC	12.78	15.28	575.11	687.46	-112.35
11/24/2010	05/24/2012	330	CORNING INC	12.78	18.01	4,217.47	5,943.66	-1,726.19
03/17/2011	05/30/2012	50	MONSANTO CO	76.79	67.12	3,839.31	3,355.85	483.46
04/07/2011	05/30/2012	75	MONSANTO CO	76.79	68.44	5,758.97	5,133.32	625.65
04/21/2011	05/30/2012	50	MONSANTO CO	76.79	67.76	3,839.31	3,387.77	451.54
07/08/2009	05/31/2012	435	JPMORGAN CHASE & CO	33.13	32.81	14,413.12	14,272.13	140.99
12/14/2009	05/31/2012	100	JPMORGAN CHASE & CO	33.13	41.74	3,313.36	4,174.21	-860.85
01/13/2010	05/31/2012	43	JPMORGAN CHASE & CO	33.13	44.05	1,424.74	1,884.13	-469.39
06/14/2010	05/31/2012	128	BERNSTEIN INTERMEDIATE	14.03	13.57	1,816.62	1,757.06	59.56
		481	DURATION PORTFOLIO					
10/11/2010	06/06/2012	110	CENTURYLINK INC	37.41	39.69	4,115.45	4,366.28	-250.84
10/14/2010	06/06/2012	85	CENTURYLINK INC	37.41	39.98	3,180.12	3,398.40	-218.28
04/19/2011	06/06/2012	105	CENTURYLINK INC	37.41	39.46	3,928.39	4,143.38	-214.99
07/06/2010	06/08/2012	30	AMAZON.COM INC	218.18	111.34	6,545.40	3,340.35	3,205.05
07/13/2010	06/08/2012	25	AMAZON.COM INC	218.18	122.82	5,454.50	3,070.43	2,384.07
02/02/2011	06/08/2012	15	AMAZON.COM INC	218.18	173.61	3,272.70	2,604.12	668.58
03/14/2011	06/08/2012	15	AMAZON.COM INC	218.18	165.43	3,272.70	2,481.43	791.27
07/08/2009	06/08/2012	110	THE WALT DISNEY CO.	45.77	22.21	5,035.02	2,443.10	2,591.92

Capital Gains Report

SK FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/01/2010	06/12/2012	34	COMCAST CORP-CLASS A	29.99	16.77	1,019.82	570.19	449.63
04/07/2010	06/12/2012	95	COMCAST CORP-CLASS A	29.99	18.55	2,849.51	1,761.85	1,087.66
05/04/2010	06/12/2012	80	COMCAST CORP-CLASS A	29.99	18.85	2,398.58	1,588.04	811.54
01/20/2011	06/12/2012	127	COMCAST CORP-CLASS A	29.99	23.25	3,809.34	2,953.21	856.13
02/22/2011	06/12/2012	65	COMCAST CORP-CLASS A	29.99	25.27	1,949.66	1,642.55	307.11
03/21/2011	06/12/2012	110	COMCAST CORP-CLASS A	29.99	24.09	3,299.43	2,650.30	649.13
05/16/2011	06/12/2012	65	DIRECTV-CLASS A	43.18	49.49	2,806.80	3,216.54	-409.64
07/08/2009	06/15/2012	125	SCHLUMBERGER LTD	66.21	49.31	8,276.01	6,163.38	2,112.63
07/08/2009	06/18/2012	15	APPLE INC	583.14	135.84	8,747.16	2,039.12	6,708.04
09/16/2010	06/18/2012	50	BROADCOM CORP-CL A	34.50	35.12	1,725.20	1,756.11	-30.91
03/08/2011	06/18/2012	50	BROADCOM CORP-CL A	34.50	41.23	1,725.20	2,061.60	-336.40
05/17/2011	06/18/2012	125	BROADCOM CORP-CL A	34.50	33.33	4,313.00	4,165.79	147.21
11/12/2009	06/18/2012	105	ENC CORP/MASS	24.57	16.83	2,579.73	1,767.39	812.34
02/08/2010	06/18/2012	300	ENC CORP/MASS	24.57	17.00	7,370.67	5,100.03	2,270.64
04/12/2010	06/18/2012	200	ENC CORP/MASS	24.57	19.18	4,913.79	3,636.84	1,076.95
02/25/2011	06/18/2012	70	ENC CORP/MASS	24.57	26.85	1,719.82	1,879.37	-159.55
07/08/2008	06/18/2012	30	GOOGLE INC-CL A	568.28	403.28	17,048.44	12,099.47	4,949.97
02/19/2010	06/18/2012	60	GENERAL ELECTRIC CO	19.66	16.20	1,179.67	972.05	207.62
02/23/2010	06/18/2012	300	GENERAL ELECTRIC CO	19.66	15.92	5,898.33	4,776.33	1,122.00
09/23/2010	06/19/2012	100	ORACLE CORP	28.09	27.35	2,809.00	2,735.23	73.77
10/05/2010	06/19/2012	100	ORACLE CORP	28.09	27.20	2,809.00	2,719.97	89.03
10/25/2010	06/19/2012	175	ORACLE CORP	28.09	29.09	4,915.75	5,090.17	-174.42
11/10/2010	06/19/2012	100	ORACLE CORP	28.09	28.65	2,809.00	2,865.50	-56.50
12/10/2010	06/19/2012	125	ORACLE CORP	28.09	29.76	3,511.25	3,719.53	-208.28
12/22/2010	06/19/2012	75	ORACLE CORP	28.09	31.71	2,106.75	2,378.18	-271.43
03/10/2011	06/19/2012	75	ORACLE CORP	28.09	31.92	2,106.75	2,393.64	-286.89
06/10/2011	06/19/2012	75	ORACLE CORP	28.09	31.36	2,106.75	2,352.02	-245.27
03/02/2011	06/21/2012	15	GOLDMAN SACHS GROUP INC	94.69	161.71	1,420.39	2,425.60	-1,005.21
06/25/2010	06/22/2012	135	JOHNSON & JOHNSON	66.60	59.10	8,991.00	7,978.93	1,012.07
06/30/2010	06/22/2012	65	JOHNSON & JOHNSON	66.60	59.22	4,329.00	3,849.20	479.80
01/13/2010	06/26/2012	57	JPMORGAN CHASE & CO	35.75	44.05	2,037.99	2,510.82	-472.83
08/30/2010	06/26/2012	125	JPMORGAN CHASE & CO	35.75	36.28	4,469.29	4,534.89	-65.60
09/01/2010	06/26/2012	125	JPMORGAN CHASE & CO	35.75	37.26	4,469.29	4,657.28	-187.99
01/25/2011	06/27/2012	20	DEVON ENERGY CORPORATION	55.98	83.81	1,119.57	1,678.18	-558.61
02/24/2011	06/27/2012	50	DEVON ENERGY CORPORATION	55.98	88.47	2,798.93	4,423.56	-1,624.63
03/11/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	88.10	1,399.47	2,202.44	-802.97
05/12/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	81.65	1,399.46	2,041.26	-641.80
07/08/2008	06/27/2012	200	PFIZER INC	22.60	14.74	4,520.86	2,947.28	1,573.68
12/08/2010	06/29/2012	20	FLOWERVE CORPORATION	114.69	113.84	2,293.86	2,276.83	17.03
03/18/2011	06/29/2012	15	FLOWERVE CORPORATION	114.69	122.77	1,720.39	1,841.55	-121.16
04/13/2011	06/29/2012	25	FLOWERVE CORPORATION	114.69	127.33	2,867.33	3,183.35	-316.02
05/06/2011	06/29/2012	25	FLOWERVE CORPORATION	114.69	122.18	2,867.32	3,054.41	-187.09
06/14/2010	06/29/2012	160	BERNSTEIN INTERMEDIATE	14.02	13.57	2,250.00	2,177.78	72.22
		485	DURATION PORTFOLIO					
02/24/2011	07/13/2012	37	MARATHON PETROLEUM CORP	44.72	38.28	1,654.68	1,416.53	238.15
03/15/2011	07/18/2012	25	BORGWARNER INC	64.87	73.16	1,621.63	1,828.97	-207.34
04/01/2011	07/18/2012	25	BORGWARNER INC	64.87	81.66	1,621.63	2,041.43	-419.80
05/26/2011	07/18/2012	75	TRW AUTOMOTIVE HOLDINGS CORP	36.58	54.81	2,743.31	4,110.66	-1,367.35
05/04/2010	07/19/2012	50	EOG RESOURCES INC	98.03	109.42	4,901.35	5,470.98	-569.64

Capital Gains Report

SK FOUNDATION

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/20/2010	07/19/2012	275	FORD MOTOR CO	9.35	13.85	2,571.69	3,809.44	-1,237.75
07/08/2009	07/20/2012	20	APPLE INC	606.93	135.94	12,138.54	2,718.83	9,419.71
02/03/2010	07/24/2012	45	NOBLE ENERGY INC	84.55	76.74	3,804.89	3,453.45	351.44
04/29/2010	07/24/2012	5	NOBLE ENERGY INC	84.55	78.95	422.76	394.77	27.99
04/29/2010	07/24/2012	25	NOBLE ENERGY INC	84.55	78.95	2,113.82	1,973.86	139.96
04/29/2010	07/25/2012	64	WELLS FARGO & COMPANY	33.09	33.18	2,117.91	2,123.60	-5.69
02/14/2011	07/25/2012	56	WELLS FARGO & COMPANY	33.09	33.78	1,853.17	1,891.61	-38.44
05/19/2011	07/26/2012	85	**COVIDIEN PLC	53.88	57.28	4,579.41	4,868.84	-289.43
07/20/2011	07/26/2012	45	**COVIDIEN PLC	53.88	51.81	2,424.39	2,331.54	92.85
05/09/2011	07/30/2012	90	LAM RESEARCH CORP	34.14	48.39	3,072.60	4,355.35	-1,282.75
11/08/2010	07/31/2012	50	DELTA AIR LINES INC	9.66	13.89	482.84	699.61	-216.77
12/27/2010	07/31/2012	150	DELTA AIR LINES INC	9.66	12.50	1,448.51	1,875.48	-426.97
01/25/2011	07/31/2012	150	DELTA AIR LINES INC	9.66	11.70	1,448.50	1,755.41	-306.91
06/14/2010	07/31/2012	97	BERNSTEIN INTERMEDIATE	14.21	13.57	1,378.54	1,316.45	62.09
		012	DURATION PORTFOLIO					
07/30/2010	08/02/2012	80	LEAR CORP	36.56	38.40	2,924.52	3,072.03	-147.51
05/26/2011	08/02/2012	85	LEAR CORP	36.56	49.13	3,107.30	4,176.47	-1,069.17
06/15/2011	08/03/2012	15	PRECISION CASTPARTS CORP	156.27	151.78	2,344.08	2,276.66	67.42
03/14/2011	08/09/2012	25	ROCKWELL AUTOMATION INC	70.85	86.58	1,771.14	2,164.60	-393.46
01/06/2011	08/10/2012	20	ALLERGAN INC	85.44	70.60	1,708.72	1,411.96	296.76
01/12/2011	08/10/2012	40	ALLERGAN INC	85.44	70.70	3,417.45	2,827.84	589.61
02/10/2011	08/10/2012	40	ALLERGAN INC	85.44	72.78	3,417.44	2,911.03	506.41
03/14/2011	08/10/2012	40	ALLERGAN INC	85.44	71.06	3,417.45	2,842.56	574.89
03/30/2011	08/10/2012	25	ALLERGAN INC	85.44	71.39	2,135.90	1,784.67	351.23
05/10/2011	08/15/2012	105	MCGRAW-HILL COMPANIES INC	49.05	42.12	5,149.77	4,422.63	727.14
08/08/2011	08/16/2012	143	GILEAD SCIENCES INC	57.12	36.86	8,167.66	5,270.42	2,897.24
07/08/2009	08/16/2012	300	PFIZER INC	23.93	14.74	7,180.08	4,420.92	2,759.16
11/29/2010	08/16/2012	75	VJACOM INC-CLASS B	49.87	37.47	3,740.30	2,809.97	930.33
07/08/2009	08/17/2012	125	DANAHER CORP	53.39	28.87	6,674.03	3,620.77	3,053.26
08/04/2011	08/17/2012	25	VISA INC - CLASS A SHRS	128.98	85.68	3,224.39	2,141.93	1,082.46
07/08/2009	08/20/2012	70	TIME WARNER CABLE	89.47	29.84	6,262.66	2,088.76	4,173.90
12/15/2009	08/20/2012	55	TIME WARNER CABLE	89.47	42.67	4,820.67	2,346.63	2,474.04
08/10/2011	08/23/2012	50	CENTURYLINK INC	41.56	33.61	2,078.04	1,680.61	397.43
07/08/2009	08/24/2012	40	DANAHER CORP	53.36	28.87	2,134.36	1,158.64	975.72
10/14/2009	08/24/2012	10	DANAHER CORP	53.36	34.65	533.59	346.48	187.11
08/04/2011	08/24/2012	35	VISA INC - CLASS A SHRS	126.76	85.68	4,436.72	2,998.70	1,438.02
07/18/2011	08/27/2012	350	APPLIED MATERIALS INC	11.70	12.36	4,085.00	4,325.62	-230.62
10/28/2010	08/28/2012	325	GANNETT CO	15.02	11.98	4,881.60	3,893.01	988.59
07/09/2010	09/13/2012	25	E0G RESOURCES INC	115.24	106.52	2,880.83	2,664.50	216.43
08/25/2010	09/13/2012	20	E0G RESOURCES INC	115.24	86.02	2,304.74	1,720.50	584.24
10/04/2010	09/13/2012	5	E0G RESOURCES INC	115.24	86.12	576.18	480.62	95.56
07/08/2009	09/13/2012	2	NVR INC	860.67	481.37	1,721.34	962.74	758.60
08/21/2009	09/13/2012	4	NVR INC	860.67	665.28	3,442.68	2,661.14	781.55
02/23/2011	09/27/2012	85	CITIGROUP INC	33.15	46.99	2,817.86	3,983.73	-1,175.87
02/28/2011	09/27/2012	115	CITIGROUP INC	33.15	47.17	3,812.40	5,423.98	-1,611.58
03/02/2011	09/27/2012	60	CITIGROUP INC	33.15	45.99	1,989.08	2,759.16	-770.08
08/08/2011	09/27/2012	75	GILEAD SCIENCES INC	66.68	36.86	5,001.00	2,764.21	2,236.79
06/03/2011	09/27/2012	20	**LYONDELLBASELL INDU-CL A	51.96	39.98	1,039.12	799.56	239.56
09/22/2011	09/27/2012	30	**LYONDELLBASELL INDU-CL A	51.96	26.64	1,558.67	799.10	759.57

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/08/2011	10/01/2012	50	GENERAL MOTORS CO	23.21	28.91	1,160.27	1,445.42	-285.15
06/17/2011	10/01/2012	75	GENERAL MOTORS CO	23.21	28.87	1,740.41	2,165.07	-424.66
06/22/2011	10/01/2012	75	GENERAL MOTORS CO	23.21	30.02	1,740.40	2,251.76	-511.36
08/16/2011	10/04/2012	100	GILEAD SCIENCES INC	69.65	38.58	6,964.54	3,857.64	3,106.90
12/15/2009	10/04/2012	25	TIME WARNER CABLE	99.03	42.67	2,475.76	1,066.65	1,409.11
12/16/2010	10/11/2012	50	INTUIT INC	59.60	48.75	2,979.90	2,437.50	542.40
05/11/2010	10/15/2012	65	THE WALT DISNEY CO.	50.61	35.71	3,289.48	2,321.31	968.17
07/18/2011	10/22/2012	50	***TRANSOCEAN LTD	48.60	62.43	2,429.78	3,121.52	-691.74
05/11/2010	10/23/2012	75	THE WALT DISNEY CO.	50.98	35.71	3,823.50	2,678.43	1,145.07
06/14/2010	10/31/2012	157	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.28	13.57	2,250.00	2,138.13	111.87
07/18/2011	11/08/2012	10	***TRANSOCEAN LTD	46.74	62.43	467.38	624.30	-156.92
08/02/2011	11/08/2012	65	***TRANSOCEAN LTD	46.74	60.31	3,038.00	3,920.02	-882.02
05/12/2010	11/16/2012	150	***ASTRAZENECA PLC-SPONS ADR	44.39	43.23	6,659.09	6,484.77	174.32
06/23/2011	11/16/2012	200	TYSON FOODS INC-CL A	16.77	18.55	3,353.70	3,709.80	-356.10
06/14/2010	11/30/2012	157	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.27	13.57	2,250.00	2,139.62	110.38
07/08/2009	12/03/2012	10	APPLE INC	588.38	135.94	5,883.80	1,359.41	4,524.39
10/04/2010	12/07/2012	15	EOG RESOURCES INC	117.58	96.12	1,763.77	1,441.84	321.93
01/20/2011	12/07/2012	10	EOG RESOURCES INC	117.58	99.82	1,175.85	998.19	177.66
08/19/2011	12/13/2012	250	NV ENERGY INC	18.35	14.48	4,586.80	3,619.67	967.13
07/08/2009	12/20/2012	50	SCHLUMBERGER LTD	71.05	49.31	3,552.49	2,465.35	1,087.14
12/22/2011	12/28/2012	200	CISCO SYSTEMS INC	19.55	18.16	3,909.72	3,631.36	278.36
SUBTOTAL FOR LONG-TERM NON-COVERED						701,247.32	597,828.86	103,418.46
CASH IN LIEU COVERED								
	11/20/2012		KRAFT FOODS GROUP INC-W/I			30.38		30.38
SUBTOTAL FOR CASH IN LIEU COVERED						30.38	0.00	30.38
TOTAL						1,502,272.63	1,390,183.56	112,089.07

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		112,089.07
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	8,640.23	
SHORT TERM TOTAL		8,640.23
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	103,418.46	

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			LONG TERM TOTAL				103,418.46	
			CIL - COVERED				30.38	

Capital-Gains Distributions. If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions. If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

CIL represents cash in lieu of fractional shares.

This information should be reviewed by your tax advisor or accountant.

Capital Gains Report

SK FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/07/2011	01/03/2012	195	METLIFE INC	32.24	45.90	6,287.35	8,949.66	-2,662.31
04/12/2011	01/03/2012	30	METLIFE INC	32.24	44.44	967.28	1,333.17	-365.89
01/20/2011	01/05/2012	115	LIMITED BRANDS INC	39.28	28.92	4,517.20	3,326.18	1,191.02
04/01/2011	01/06/2012	40	CELGENE CORP	66.79	57.62	2,671.70	2,304.79	366.91
01/20/2011	01/06/2012	110	LIMITED BRANDS INC	39.00	28.92	4,290.00	3,181.56	1,108.44
07/20/2011	01/06/2012	75	LIMITED BRANDS INC	39.00	40.20	2,925.00	3,014.96	-89.96
02/02/2011	01/06/2012	30	MONSANTO CO	77.37	75.38	2,321.18	2,261.49	59.69
02/14/2011	01/09/2012	20	BORGWARNER INC	64.77	79.29	1,295.39	1,585.72	-290.33
02/24/2011	01/09/2012	15	BORGWARNER INC	64.77	75.21	971.55	1,128.20	-156.65
06/03/2011	01/09/2012	75	***LYONDELLBASELL INDU-CL A	34.46	39.82	2,584.16	2,986.83	-402.67
10/25/2011	01/09/2012	40	PEPSICO INC	65.39	62.03	2,615.67	2,481.31	134.36
11/18/2011	01/09/2012	30	PEPSICO INC	65.39	63.87	1,961.76	1,916.06	45.70
08/04/2011	01/10/2012	20	VISA INC - CLASS A SHRS	99.59	85.68	1,991.88	1,713.55	278.33
01/20/2011	01/11/2012	25	ROCKWELL AUTOMATION INC	77.95	74.75	1,948.67	1,868.75	79.92
02/14/2011	01/11/2012	25	ROCKWELL AUTOMATION INC	77.95	88.39	1,948.67	2,209.80	-261.13
07/22/2011	01/12/2012	55	CONOCOPHILLIPS	70.79	75.45	3,893.62	4,149.87	-256.25
08/12/2011	01/12/2012	50	CONOCOPHILLIPS	70.79	66.48	3,539.65	3,324.13	215.52
04/12/2011	01/12/2012	25	METLIFE INC	35.68	44.44	892.03	1,110.98	-218.95
04/25/2011	01/12/2012	35	METLIFE INC	35.68	44.16	1,248.83	1,545.77	-296.94
04/18/2011	01/19/2012	40	PROCTER & GAMBLE CO	66.14	63.88	2,645.56	2,555.21	90.35
02/03/2011	01/23/2012	30	***ACCENTURE PLC-CL A	55.99	52.41	1,679.63	1,572.35	107.28
02/11/2011	01/23/2012	10	***ACCENTURE PLC-CL A	55.99	52.45	559.88	524.48	35.40
06/02/2011	01/23/2012	50	FMC TECHNOLOGIES INC	52.31	43.81	2,615.61	2,190.57	425.04
01/09/2012	01/24/2012	65	WATSON PHARMACEUTICALS INC	56.00	63.31	3,640.07	4,114.98	-474.91
05/17/2011	01/27/2012	50	CELGENE CORP	73.05	59.91	3,652.25	2,985.68	666.57
06/03/2011	01/31/2012	50	***LYONDELLBASELL INDU-CL A	42.80	38.88	2,144.78	1,988.89	145.89
02/01/2011	01/31/2012	175	LOWE'S COS INC	26.85	24.97	4,698.75	4,370.19	328.56
05/17/2011	01/31/2012	35	PROCTER & GAMBLE CO	62.88	67.48	2,200.94	2,361.89	-160.95
05/03/2011	01/31/2012	225	TYSON FOODS INC-CL A	18.61	19.95	4,188.33	4,488.95	-300.62
06/23/2011	01/31/2012	25	TYSON FOODS INC-CL A	18.61	18.55	465.37	463.73	1.64
06/02/2011	02/01/2012	50	***INGERSOLL-RAND PLC	35.25	47.67	1,762.50	2,383.67	-621.17
06/03/2011	02/02/2012	50	***LYONDELLBASELL INDU-CL A	43.31	38.88	2,165.42	1,998.89	166.53
08/03/2011	02/06/2012	25	VF CORP	132.77	112.51	3,319.29	2,812.85	506.44
08/04/2011	02/06/2012	9	VF CORP	132.77	110.65	1,194.95	895.86	199.09
06/02/2011	02/07/2012	55	FMC TECHNOLOGIES INC	53.81	43.81	2,959.75	2,409.63	550.12
05/17/2011	02/07/2012	33	GOODRICH CORP	125.36	90.05	4,136.73	2,971.64	1,165.09
02/11/2011	02/10/2012	40	***ACCENTURE PLC-CL A	56.75	52.45	2,270.14	2,097.91	172.23
02/25/2011	02/10/2012	10	***ACCENTURE PLC-CL A	56.75	52.02	567.54	520.24	47.30
02/24/2011	02/13/2012	25	MARATHON PETROLEUM CORP	43.54	38.28	1,088.48	957.11	131.37
05/17/2011	02/14/2012	17	GODDRICH CORP	125.51	90.05	2,133.71	1,530.84	602.87
02/25/2011	02/15/2012	40	***ACCENTURE PLC-CL A	58.08	52.02	2,323.33	2,080.98	242.35
10/06/2011	02/15/2012	80	ESTEE LAUDER COMPANIES-CL A	55.46	44.62	4,436.70	3,569.95	866.75
08/04/2011	02/16/2012	16	VF CORP	146.38	110.65	2,342.01	1,770.43	571.58
09/06/2011	02/17/2012	150	DELL INC	18.13	14.14	2,718.95	2,120.84	598.11
08/22/2011	02/23/2012	200	CMS ENERGY CORP	21.59	16.68	4,318.76	3,735.04	583.72
10/24/2011	02/23/2012	125	CMS ENERGY CORP	21.59	21.01	2,699.23	2,626.44	72.79

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/25/2011	02/23/2012	25	MONSANTO CO	77.69	71.94	1,942.17	1,798.62	143.55
06/06/2011	02/28/2012	110	GENERAL MOTORS CO	26.24	28.91	2,886.31	3,179.94	-293.63
12/09/2011	03/20/2012	32	GOLDMAN SACHS GROUP INC	126.74	102.69	4,055.82	3,286.22	769.60
03/29/2011	03/20/2012	60	MOODY'S CORP	41.68	33.35	2,500.76	2,000.75	500.01
06/24/2011	03/20/2012	100	UNITEDHEALTH GROUP INC	55.07	50.48	5,506.73	5,048.38	458.35
08/04/2011	03/09/2012	225	CBRE GROUP INC	19.15	19.89	4,308.60	4,475.25	-166.65
08/28/2011	03/09/2012	25	CBRE GROUP INC	19.15	14.09	478.73	352.21	126.52
08/06/2011	03/21/2012	45	LAS VEGAS SANDS CORP	57.72	44.93	2,597.61	2,021.69	575.92
01/24/2012	03/21/2012	25	LAS VEGAS SANDS CORP	57.72	47.75	1,443.12	1,193.87	249.25
07/12/2011	03/27/2012	80	DTE ENERGY COMPANY	55.39	50.04	4,430.84	4,003.20	427.64
08/22/2011	03/27/2012	10	DTE ENERGY COMPANY	55.39	47.51	553.86	475.12	78.74
02/13/2012	03/27/2012	75	DOW CHEMICAL	35.52	34.19	2,664.04	2,563.99	100.05
04/25/2011	03/27/2012	65	METLIFE INC	38.14	44.16	2,479.02	2,870.71	-391.69
05/17/2011	03/27/2012	50	METLIFE INC	38.14	43.87	1,906.84	2,193.30	-286.46
08/11/2011	03/27/2012	75	METLIFE INC	38.14	32.56	2,860.41	2,441.64	418.77
09/06/2011	03/29/2012	75	TRAVELERS COS INC/THE	58.54	48.30	4,390.76	3,622.38	768.38
12/08/2011	04/04/2012	125	ILLUMINA INC	51.96	29.14	6,495.45	3,643.06	2,852.39
12/01/2011	04/04/2012	20	SALESFORCE COM INC	154.72	118.40	3,094.37	2,368.04	726.33
05/17/2011	04/11/2012	110	GENERAL MILLS INC	38.56	38.78	4,241.67	4,376.13	-134.46
05/18/2011	04/11/2012	55	GENERAL MILLS INC	38.56	39.83	2,120.83	2,190.59	-69.76
08/31/2011	04/11/2012	35	GENERAL MILLS INC	38.56	37.94	1,349.62	1,327.85	21.77
04/18/2011	04/17/2012	155	GAMESTOP CORP	22.11	25.91	3,427.79	4,015.55	-587.76
01/11/2012	04/17/2012	225	**NEXEN INC	19.05	17.75	4,285.51	3,993.10	292.41
11/11/2011	04/19/2012	35	PERRIGO INC	106.05	91.70	3,711.66	3,209.47	502.19
11/23/2011	04/19/2012	25	PERRIGO INC	106.05	89.98	2,651.19	2,249.41	401.78
06/09/2011	04/25/2012	100	MOODY'S CORP	42.01	40.02	4,201.22	4,002.42	198.80
09/15/2011	04/25/2012	150	**MARVELL TECHNOLOGY GROUP LT	14.82	15.24	2,223.33	2,285.33	-62.00
10/20/2011	04/25/2012	25	**MARVELL TECHNOLOGY GROUP LT	14.82	13.32	370.56	332.88	37.68
05/06/2011	04/25/2012	70	**POTASH CORP OF SASKATCHEWAN	44.10	53.47	3,087.00	3,742.93	-655.93
05/16/2011	04/25/2012	25	**POTASH CORP OF SASKATCHEWAN	44.10	52.25	1,102.50	1,306.14	-203.64
12/05/2011	05/04/2012	375	MORGAN STANLEY	16.00	16.45	5,999.81	6,169.69	-169.88
12/06/2011	05/04/2012	125	MORGAN STANLEY	16.00	16.51	1,999.94	2,063.60	-63.66
01/06/2012	05/07/2012	55	VERTEX PHARMACEUTICALS INC	54.59	34.06	3,002.31	1,873.30	1,129.01
05/31/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	59.00	4,184.76	4,424.63	-239.87
01/03/2012	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	55.80	46.89	2,789.84	2,344.67	445.17
01/13/2012	05/17/2012	75	ILLUMINA INC	43.81	35.83	3,285.75	2,587.06	598.69
06/07/2011	05/21/2012	27	ANADARKO PETROLEUM CORP	63.75	75.46	1,721.27	2,037.54	-316.27
06/10/2011	05/21/2012	50	ANADARKO PETROLEUM CORP	63.75	73.24	3,187.54	3,662.23	-474.69
07/19/2011	05/21/2012	23	ANADARKO PETROLEUM CORP	63.75	81.69	1,466.27	1,878.95	-412.68
08/09/2011	05/21/2012	78	ANADARKO PETROLEUM CORP	63.75	65.78	4,972.56	5,130.77	-158.21
07/18/2011	05/21/2012	50	QUALCOMM INC	57.08	54.75	2,854.00	2,737.57	116.43
07/18/2011	05/22/2012	10	**TRANSOCEAN LTD	43.81	62.43	439.10	624.30	-185.20
01/08/2012	05/23/2012	50	**POTASH CORP OF SASKATCHEWAN	39.03	41.39	1,951.50	2,069.55	-118.05
01/13/2012	05/23/2012	50	**POTASH CORP OF SASKATCHEWAN	39.03	42.89	1,951.50	2,144.31	-192.81
08/16/2011	05/24/2012	150	CORNING INC	12.78	15.18	1,917.03	2,277.11	-360.08
08/19/2011	05/24/2012	150	CORNING INC	12.78	14.69	1,917.03	2,203.96	-286.93
01/13/2012	06/01/2012	115	FREEMPORT-NCMORAN COPPER	32.33	41.78	3,718.30	4,804.55	-1,086.25
01/20/2012	06/01/2012	65	FREEMPORT-NCMORAN COPPER	32.33	43.75	2,101.64	2,843.92	-742.28
01/25/2012	06/01/2012	70	FREEMPORT-NCMORAN COPPER	32.33	43.80	2,263.31	3,065.90	-802.59

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08/10/2011	06/06/2012	25	CENTURYLINK INC	37.41	33.61	935.33	840.30	95.03
08/24/2011	06/12/2012	70	DIRECTV-CLASS A	43.18	42.78	3,022.81	2,994.79	28.02
03/21/2012	06/12/2012	65	DIRECTV-CLASS A	43.18	48.11	2,806.89	3,127.05	-320.16
11/02/2011	06/14/2012	35	BOEING CO/THE	71.81	64.42	2,513.34	2,254.68	258.66
11/04/2011	06/14/2012	30	BOEING CO/THE	71.81	65.59	2,154.30	1,967.83	186.47
11/08/2011	06/14/2012	35	BOEING CO/THE	71.81	65.77	2,513.34	2,301.96	211.38
11/10/2011	06/14/2012	30	BOEING CO/THE	71.81	65.13	2,154.30	1,953.88	200.42
12/06/2011	06/14/2012	35	BOEING CO/THE	71.81	71.05	2,513.34	2,486.67	26.67
01/04/2012	06/14/2012	30	BOEING CO/THE	71.81	73.99	2,154.30	2,219.63	-65.33
02/13/2012	06/14/2012	30	BOEING CO/THE	71.81	74.97	2,154.29	2,249.14	-94.85
08/22/2011	06/14/2012	35	DTE ENERGY COMPANY	59.15	47.51	2,070.16	1,662.92	407.24
08/23/2011	06/14/2012	40	DTE ENERGY COMPANY	59.15	48.27	2,365.90	1,930.96	434.94
03/12/2012	06/14/2012	55	PERRIGO INC	110.80	104.34	6,094.00	5,738.80	355.20
09/06/2011	06/18/2012	140	GENERAL ELECTRIC CO	19.66	15.23	2,752.55	2,131.71	620.84
07/22/2011	06/20/2012	75	QUALCOMM INC	56.94	57.25	4,270.13	4,293.68	-23.55
02/07/2012	06/21/2012	50	GOLDMAN SACHS GROUP INC	94.69	116.45	4,734.65	5,822.70	-1,088.05
08/04/2011	06/26/2012	70	JPMORGAN CHASE & CO	35.75	38.61	2,502.80	2,702.90	-200.10
03/30/2012	06/26/2012	98	JPMORGAN CHASE & CO	35.75	45.83	3,503.82	4,491.38	-987.46
02/24/2012	07/02/2012	100	EDISON INTERNATIONAL	46.12	42.15	4,612.00	4,214.93	397.07
06/01/2012	07/11/2012	75	YUM! BRANDS INC	62.07	66.80	4,655.33	5,009.67	-354.34
07/29/2011	07/13/2012	163	MARATHON PETROLEUM CORP	44.72	43.82	7,289.52	7,143.44	146.08
08/10/2011	07/13/2012	75	MARATHON PETROLEUM CORP	44.72	35.54	3,354.08	2,665.22	688.86
10/20/2011	07/13/2012	60	PVH CORP	75.75	66.10	4,545.19	3,966.19	579.00
12/21/2011	07/13/2012	40	PVH CORP	75.75	67.02	3,030.12	2,680.68	349.44
10/21/2011	07/18/2012	35	BORGWARNER INC	64.87	71.28	2,270.27	2,494.95	-224.68
10/26/2011	07/18/2012	65	TRW AUTOMOTIVE HOLDINGS CORP	36.58	40.50	2,377.53	2,632.53	-255.00
10/27/2011	07/18/2012	50	TRW AUTOMOTIVE HOLDINGS CORP	36.58	42.75	1,828.87	2,137.44	-308.57
09/09/2011	07/24/2012	130	DOLLAR GENERAL CORP	52.50	34.65	6,825.38	4,504.08	2,321.30
12/07/2011	07/24/2012	65	DOLLAR GENERAL CORP	52.50	39.00	3,412.69	2,535.00	877.69
09/08/2011	07/25/2012	80	FMC TECHNOLOGIES INC	42.24	44.00	3,379.29	3,519.66	-140.37
11/03/2011	07/25/2012	90	FMC TECHNOLOGIES INC	42.24	47.18	3,801.70	4,246.47	-444.77
08/23/2011	07/26/2012	40	**COVIDIEN PLC	53.88	49.98	2,155.02	1,999.33	155.69
10/19/2011	07/26/2012	55	**COVIDIEN PLC	53.88	45.39	2,963.15	2,496.66	466.49
10/28/2011	07/26/2012	50	**COVIDIEN PLC	53.88	48.26	2,693.77	2,413.21	280.56
11/18/2011	07/26/2012	50	**COVIDIEN PLC	53.88	46.21	2,693.77	2,310.63	383.14
01/12/2012	07/26/2012	50	**COVIDIEN PLC	53.88	45.73	2,693.77	2,286.44	407.33
09/28/2011	07/27/2012	150	CBRE GROUP INC	15.79	14.09	2,368.29	2,113.24	255.05
11/16/2011	07/27/2012	150	CBRE GROUP INC	15.79	16.13	2,368.29	2,419.11	-50.82
02/13/2012	07/27/2012	125	CBRE GROUP INC	15.79	17.92	1,973.58	2,239.64	-266.06
01/06/2012	07/27/2012	90	VERTEX PHARMACEUTICALS INC	49.88	34.06	4,488.89	3,065.39	1,423.50
06/12/2012	07/30/2012	100	AMERICAN EXPRESS CO	58.35	56.17	5,835.00	5,616.77	218.23
05/21/2012	07/30/2012	550	CONAGRA FOODS INC	24.50	25.13	13,476.76	13,821.50	-344.74
10/28/2011	07/30/2012	45	LAM RESEARCH CORP	34.14	44.29	1,536.30	1,993.07	-456.77
08/11/2011	08/01/2012	100	**BP PLC-SPONS ADR	40.30	39.65	4,030.21	3,965.21	65.00
10/06/2011	08/02/2012	60	LEAR CORP	36.56	44.28	2,193.38	2,657.30	-463.91
08/10/2011	08/03/2012	75	CENTURYLINK INC	41.84	33.61	3,137.69	2,520.91	616.78
03/07/2012	08/03/2012	225	LIBERTY INTERACTIVE CORP-A	18.97	18.73	4,268.25	4,215.17	53.08
10/20/2011	08/03/2012	225	**MARVELL TECHNOLOGY GROUP LT	11.29	13.32	2,539.55	2,895.92	-456.37
11/01/2011	08/03/2012	150	**MARVELL TECHNOLOGY GROUP LT	11.29	13.58	1,693.04	2,036.40	-343.36

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11/04/2011	08/03/2012	150	**MARVELL TECHNOLOGY GROUP LT	11.29	14.02	1,693.03	2,102.79	-409.76
08/31/2011	08/09/2012	25	GENERAL MILLS INC	38.53	37.94	963.29	948.47	14.82
10/11/2011	08/09/2012	75	GENERAL MILLS INC	38.53	40.07	2,889.86	3,005.09	-115.23
11/02/2011	08/09/2012	75	GENERAL MILLS INC	38.53	38.51	2,889.86	2,887.95	1.91
01/12/2012	08/09/2012	50	GENERAL MILLS INC	38.53	40.61	1,926.58	2,030.45	-103.87
08/15/2011	08/09/2012	35	ROCKWELL AUTOMATION INC	70.85	65.08	2,479.59	2,277.80	201.79
11/16/2011	08/09/2012	30	ROCKWELL AUTOMATION INC	70.85	73.58	2,125.36	2,207.53	-82.17
01/09/2012	08/10/2012	80	STRYKER CORP	53.10	51.72	4,248.12	4,137.58	110.54
01/10/2012	08/10/2012	60	STRYKER CORP	53.10	52.14	3,186.09	3,128.40	57.69
01/12/2012	08/10/2012	45	STRYKER CORP	53.10	52.39	2,389.57	2,357.60	31.97
02/13/2012	08/10/2012	40	STRYKER CORP	53.10	54.07	2,124.06	2,162.62	-38.56
10/24/2011	08/10/2012	185	CENTERPOINT ENERGY INC	21.12	21.24	3,908.50	3,828.40	-22.90
02/22/2012	08/10/2012	140	CENTERPOINT ENERGY INC	21.12	18.83	2,956.27	2,635.71	320.56
06/21/2012	08/14/2012	175	HALLIBURTON CO	35.10	28.57	6,142.03	4,999.24	1,142.79
05/17/2012	08/16/2012	75	ANGEN INC	83.02	71.38	6,226.51	5,353.50	873.01
07/16/2012	08/17/2012	125	CBS CORP-CLASS B NON VOTING	35.87	31.30	4,483.91	3,912.55	571.36
01/27/2012	08/17/2012	40	EMERSON ELECTRIC CO	52.18	51.80	2,087.29	2,071.89	15.40
01/30/2012	08/17/2012	70	EMERSON ELECTRIC CO	52.18	51.41	3,652.75	3,598.78	53.97
02/02/2012	08/17/2012	50	EMERSON ELECTRIC CO	52.18	51.94	2,609.10	2,597.09	12.01
12/14/2011	08/17/2012	60	HERSHEY CO/THE	72.13	58.77	4,327.80	3,526.40	801.40
12/22/2011	08/17/2012	35	HERSHEY CO/THE	72.13	61.02	2,524.55	2,135.75	388.79
02/14/2012	08/17/2012	50	HERSHEY CO/THE	72.13	60.45	3,606.50	3,022.36	584.14
02/24/2012	08/17/2012	40	HERSHEY CO/THE	72.13	60.97	2,885.20	2,439.00	446.20
09/14/2011	08/23/2012	75	CENTURYLINK INC	41.56	34.84	3,117.06	2,612.71	504.35
10/11/2011	08/23/2012	150	CENTURYLINK INC	41.56	33.45	6,234.12	5,017.17	1,216.95
02/13/2012	08/23/2012	55	INFORMATICA CORPORATION	31.35	46.80	1,724.25	2,574.22	-849.97
06/14/2012	08/23/2012	170	INFORMATICA CORPORATION	31.35	41.04	5,329.50	6,976.77	-1,647.27
01/24/2012	08/24/2012	45	LAS VEGAS SANDS CORP	42.59	47.75	1,916.38	2,148.96	-232.58
02/17/2012	08/24/2012	65	LAS VEGAS SANDS CORP	42.59	53.06	2,768.11	3,448.59	-680.48
06/14/2012	08/24/2012	15	LAS VEGAS SANDS CORP	42.59	45.42	638.80	681.36	-42.56
03/12/2012	08/24/2012	20	VISA INC - CLASS A SHRS	126.76	116.60	2,535.27	2,331.95	203.32
03/06/2012	08/27/2012	50	MCKESSON CORP	87.68	82.38	4,383.75	4,119.16	264.59
03/22/2012	08/27/2012	30	MCKESSON CORP	87.68	86.39	2,630.25	2,591.77	38.48
11/01/2011	08/27/2012	350	NEWELL RUBBERMAID INC	17.35	14.82	6,071.56	5,185.64	885.92
10/12/2011	08/28/2012	300	GANNETT CO	15.02	11.07	4,506.09	3,319.83	1,186.26
07/13/2012	08/31/2012	125	DOLLAR TREE INC	48.16	52.64	6,019.40	6,579.79	-560.39
05/21/2012	08/31/2012	225	KIMBERLY-CLARK CORP	83.61	78.44	18,813.33	17,648.02	1,164.31
06/15/2012	09/06/2012	10	CHIPOTLE MEXICAN GRILL-CL A	301.35	400.96	3,013.51	4,009.63	-996.12
10/07/2011	09/17/2012	175	APPLIED MATERIALS INC	11.81	10.83	2,084.41	1,894.76	189.65
10/18/2011	09/17/2012	75	APPLIED MATERIALS INC	11.81	11.56	893.32	867.12	26.20
07/24/2012	09/20/2012	200	WISCONSIN ENERGY CORP	36.77	40.45	7,353.30	8,090.98	-737.68
06/21/2012	09/21/2012	275	HALLIBURTON CO	35.94	28.57	9,882.32	7,855.96	2,026.36
08/30/2012	09/21/2012	75	HALLIBURTON CO	35.94	32.81	2,695.18	2,460.65	234.53
07/26/2012	09/21/2012	100	PEPSICO INC	70.80	71.29	7,080.15	7,128.71	-48.56
08/03/2012	09/26/2012	250	CONSOLIDATED EDISON INC	60.00	64.36	15,000.00	16,090.35	-1,090.35
07/18/2012	09/27/2012	250	XCEL ENERGY INC	27.54	29.07	6,884.15	7,267.93	-383.78
10/26/2011	10/01/2012	50	GENERAL MOTORS CO	23.21	24.93	1,160.27	1,246.34	-86.07
08/02/2012	10/05/2012	125	MONDELEZ INTERNATIONAL-W/I	27.80	25.55	3,475.38	3,184.27	281.11
08/21/2012	10/05/2012	75	MONDELEZ INTERNATIONAL-W/I	27.80	26.87	2,085.22	2,015.35	69.87

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09/05/2012	10/09/2012	375	EDISON INTERNATIONAL	46.84	44.00	17,566.43	16,500.56	1,065.87
09/10/2012	10/11/2012	75	FAMILY DOLLAR STORES	66.57	63.53	4,992.60	4,764.72	227.88
06/12/2012	10/15/2012	150	US BANCORP	33.50	30.48	5,025.33	4,571.80	453.53
06/28/2012	10/23/2012	200	MICROSOFT CORP	28.03	29.55	5,606.38	5,909.26	-302.88
08/16/2012	10/23/2012	100	MICROSOFT CORP	28.03	30.45	2,803.19	3,045.34	-242.15
10/26/2011	10/26/2012	75	GENERAL MOTORS CO	23.33	24.93	1,749.64	1,869.52	-119.88
11/14/2011	10/26/2012	300	GENERAL MOTORS CO	23.33	23.01	6,998.55	6,804.05	94.50
08/29/2012	10/26/2012	125	GENERAL MOTORS CO	23.33	21.31	2,916.06	2,663.34	252.72
06/19/2012	10/31/2012	22	PRICELINE COM INC	571.55	679.18	12,574.18	14,841.87	-2,367.69
06/12/2012	11/01/2012	100	AMERICAN EXPRESS CO	56.91	56.17	5,690.82	5,616.77	74.05
12/30/2011	11/01/2012	150	APOLLO GROUP INC-CL A	20.20	54.06	3,029.94	8,109.54	-5,079.60
03/14/2012	11/01/2012	50	APOLLO GROUP INC-CL A	20.20	42.08	1,009.98	2,104.19	-1,094.21
06/15/2012	11/08/2012	50	MCDONALD'S CORP	86.20	90.45	4,309.93	4,522.48	-212.55
11/09/2011	11/08/2012	125	***TRANSOCEAN LTD	46.74	50.59	5,842.30	6,324.13	-481.83
06/29/2012	11/09/2012	150	ABBOTT LABORATORIES	64.43	63.90	9,665.15	9,585.00	80.15
08/06/2012	11/09/2012	20	AUTOZONE INC	377.83	362.90	7,556.67	7,257.94	298.73
07/30/2012	11/09/2012	175	WALGREEN CO	32.76	36.10	5,732.39	6,317.40	-585.01
05/30/2012	11/12/2012	50	HOME DEPOT INC	61.12	49.60	3,056.13	2,480.16	575.97
08/07/2012	11/13/2012	175	ENTERGY CORP	64.75	71.33	11,331.51	12,482.82	-1,151.31
03/16/2012	11/16/2012	65	EMERSON ELECTRIC CO	48.06	52.40	3,123.80	3,406.18	-282.38
03/28/2012	11/16/2012	10	EMERSON ELECTRIC CO	48.06	51.34	480.59	513.45	-32.86
03/28/2012	11/16/2012	65	EMERSON ELECTRIC CO	48.06	51.34	3,123.80	3,337.40	-213.60
04/26/2012	11/16/2012	150	EMERSON ELECTRIC CO	48.06	51.84	7,208.78	7,775.36	-566.58
08/31/2012	11/16/2012	135	EMERSON ELECTRIC CO	48.06	51.06	6,487.90	6,892.65	-404.75
05/22/2012	11/16/2012	100	TYSON FOODS INC-CL A	16.77	19.42	1,676.85	1,841.96	-265.11
06/14/2012	12/03/2012	175	LAS VEGAS SANDS CORP	47.03	45.42	8,229.99	7,949.22	280.77
04/12/2012	12/12/2012	50	COACH INC	56.46	74.63	2,822.90	3,731.31	-908.41
04/12/2012	12/12/2012	10	COACH INC	56.46	74.63	564.58	746.26	-181.68
04/20/2012	12/12/2012	15	COACH INC	56.46	76.25	846.87	1,143.78	-296.91
06/27/2012	12/21/2012	40	O'REILLY AUTOMOTIVE INC	90.20	82.53	3,607.96	3,301.21	306.75
07/02/2012	12/21/2012	35	O'REILLY AUTOMOTIVE INC	90.20	83.90	3,156.97	2,936.37	220.60
07/30/2012	12/21/2012	175	WALGREEN CO	36.39	36.10	6,367.45	6,317.39	50.06
08/01/2012	12/27/2012	125	BMC SOFTWARE INC	39.77	37.24	4,971.24	4,654.50	316.74
08/08/2012	12/28/2012	250	AMEREN CORPORATION	30.60	34.39	7,650.00	8,596.88	-946.88
SUBTOTAL FOR SHORT-TERM NON-COVERED						600,984.83	792,354.70	8,640.23
LONG-TERM NON-COVERED								
08/25/2010	01/06/2012	20	NONSANTO CO	77.37	55.24	1,547.46	1,104.90	442.56
05/20/2010	01/10/2012	150	MARATHON OIL CORP	31.21	19.26	4,681.68	2,888.39	1,793.29
11/11/2009	01/25/2012	75	BROADCOM CORP-CL A	35.71	28.22	2,678.19	2,116.82	561.37
11/12/2009	01/25/2012	100	EMC CORP/MASS	25.73	16.83	2,572.72	1,683.23	889.49
11/12/2009	01/26/2012	75	JOHNSON CONTROLS INC	31.67	26.79	2,375.04	2,009.31	365.73
12/13/2010	01/31/2012	125	LOWE'S COS INC	26.85	25.07	3,356.25	3,133.65	222.60
05/20/2010	01/31/2012	25	MARATHON PETROLEUM CORP	38.08	25.00	951.90	625.12	326.78
05/20/2010	01/31/2012	100	MARATHON PETROLEUM CORP	38.08	25.00	3,807.60	2,500.49	1,307.11
11/19/2010	02/01/2012	25	ALLERGAN INC	88.52	68.51	2,212.93	1,712.79	500.14

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01/06/2011	02/01/2012	5	ALLERGAN INC	88.52	70.60	442.59	352.99	89.60
04/15/2010	02/01/2012	65	***INGERSOLL-RAND PLC	35.25	37.84	2,291.25	2,459.90	-168.65
10/29/2010	02/01/2012	50	STARBUCKS CORP	48.21	28.56	2,410.37	1,427.98	982.39
07/08/2009	02/03/2012	5	APPLE INC	458.48	135.94	2,292.40	679.71	1,612.69
07/08/2009	02/08/2012	50	DANAHER CORP	52.21	28.97	2,610.27	1,448.30	1,161.97
11/19/2010	02/08/2012	115	GENERAL MOTORS CO	25.81	33.83	2,968.17	3,890.68	-922.51
05/20/2010	02/08/2012	37	MARATHON PETROLEUM CORP	44.90	25.00	1,661.26	825.18	736.08
07/02/2010	02/09/2012	13	MARATHON PETROLEUM CORP	44.90	24.18	583.69	314.35	269.34
11/12/2009	02/10/2012	50	JOHNSON CONTROLS INC	32.97	26.79	1,648.53	1,339.54	308.99
12/01/2009	02/10/2012	80	JOHNSON CONTROLS INC	32.97	27.42	2,637.64	2,193.36	444.28
12/01/2009	02/10/2012	20	JOHNSON CONTROLS INC	32.97	27.42	659.41	548.34	111.07
09/16/2010	02/10/2012	75	JOHNSON CONTROLS INC	32.97	28.93	2,472.79	2,169.93	302.86
08/13/2010	02/10/2012	50	UNITED PARCEL SERVICE-CL B	76.39	64.59	3,819.59	3,229.28	590.31
07/02/2010	02/13/2012	50	MARATHON PETROLEUM CORP	43.54	24.18	2,176.96	1,209.05	967.91
07/08/2009	02/16/2012	5	APPLE INC	492.61	135.94	2,463.04	679.71	1,783.33
11/12/2010	02/17/2012	100	DELL INC	18.13	13.65	1,812.63	1,364.66	447.97
12/23/2010	02/22/2012	30	CITRIX SYSTEMS INC	73.47	68.47	2,204.07	2,054.22	149.85
01/06/2011	02/22/2012	10	CITRIX SYSTEMS INC	73.47	68.86	734.69	688.63	46.06
02/02/2011	02/23/2012	15	MONSANTO CO	77.69	75.38	1,165.30	1,130.74	34.56
02/17/2011	02/23/2012	35	MONSANTO CO	77.69	73.85	2,719.03	2,564.68	134.35
12/20/2010	02/23/2012	65	***POTASH CORP OF SASKATCHEWAN	46.55	46.50	3,025.44	3,022.66	2.78
07/08/2009	02/28/2012	10	APPLE INC	533.76	135.94	5,337.59	1,359.42	3,978.17
07/08/2009	03/06/2012	5	APPLE INC	529.77	135.94	2,648.83	679.71	1,969.12
10/18/2010	03/09/2012	17	GOLDMAN SACHS GROUP INC	117.59	152.85	1,999.11	2,598.51	-599.40
10/22/2010	03/09/2012	10	GOLDMAN SACHS GROUP INC	117.59	158.18	1,175.94	1,581.82	-405.88
07/08/2009	03/14/2012	70	JPMORGAN CHASE & CO	43.57	32.81	3,049.84	2,296.66	753.18
06/09/2010	03/15/2012	80	DOW CHEMICAL	34.74	26.05	2,779.41	2,083.95	695.46
08/27/2010	03/15/2012	45	DOW CHEMICAL	34.74	24.37	1,563.42	1,096.67	466.75
10/18/2010	03/20/2012	3	GOLDMAN SACHS GROUP INC	126.74	152.85	380.23	458.56	-78.33
08/27/2010	03/21/2012	55	DOW CHEMICAL	35.04	24.37	1,927.19	1,340.37	586.82
09/20/2010	03/21/2012	40	DOW CHEMICAL	35.04	26.89	1,401.60	1,075.50	326.10
11/11/2009	03/27/2012	100	BROADCOM CORP-CL A	39.19	26.48	3,919.30	2,649.17	1,270.13
09/20/2010	03/27/2012	35	DOW CHEMICAL	35.52	26.89	1,243.22	841.06	302.16
01/07/2011	03/27/2012	70	DOW CHEMICAL	35.52	34.99	2,486.43	2,449.21	37.22
07/08/2009	03/29/2012	165	TRAVELERS COS INC/THE	58.54	38.88	9,659.68	6,414.64	3,245.04
07/28/2010	03/29/2012	60	TRAVELERS COS INC/THE	58.54	50.61	3,512.61	3,036.41	476.20
03/04/2011	03/29/2012	50	TRAVELERS COS INC/THE	58.54	58.90	2,927.18	2,945.04	-17.86
07/08/2009	04/04/2012	5	APPLE INC	622.32	135.94	3,111.61	679.71	2,431.90
10/22/2010	04/09/2012	15	GOLDMAN SACHS GROUP INC	116.94	158.18	1,754.07	2,372.74	-618.67
03/02/2011	04/09/2012	10	GOLDMAN SACHS GROUP INC	116.94	161.71	1,169.38	1,617.06	-447.68
08/13/2010	04/11/2012	35	UNITED PARCEL SERVICE-CL B	78.97	64.59	2,764.10	2,260.50	503.60
09/02/2010	04/11/2012	45	UNITED PARCEL SERVICE-CL B	78.97	67.09	3,553.84	3,019.23	534.61
10/22/2010	04/19/2012	35	FLOWERVE CORPORATION	111.66	113.75	3,907.99	3,981.23	-73.24
12/08/2010	04/19/2012	15	FLOWERVE CORPORATION	111.66	113.84	1,674.85	1,707.62	-32.77
10/29/2010	04/19/2012	50	STARBUCKS CORP	59.26	28.56	2,963.12	1,427.97	1,535.15
02/24/2011	04/20/2012	15	BORGWARNER INC	80.69	75.21	1,210.33	1,128.20	82.13
03/15/2011	04/20/2012	15	BORGWARNER INC	80.69	73.16	1,210.33	1,087.38	112.95
03/29/2011	04/25/2012	65	MOODY'S CORP	42.01	33.35	2,730.79	2,167.48	563.31
10/28/2010	04/25/2012	250	***MARVELL TECHNOLOGY GROUP LT	14.82	19.08	3,705.55	4,770.63	-1,065.08

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02/11/2011	04/25/2012	150	***MARVELL TECHNOLOGY GROUP LT	14.82	19.73	2,223.33	2,859.82	-736.48
06/08/2010	04/26/2012	100	BROADCOM CORP-CL A	36.25	33.33	3,625.45	3,332.53	292.92
09/16/2010	04/26/2012	25	BROADCOM CORP-CL A	36.25	35.12	906.36	878.06	28.30
12/08/2010	04/26/2012	135	NORTHROP GRUMMAN CORP	63.46	58.36	8,566.44	7,878.77	687.67
07/29/2009	04/27/2012	100	CONSTELLATION BRANDS INC-A	22.00	13.41	2,200.06	1,340.78	859.28
12/03/2009	04/27/2012	275	CONSTELLATION BRANDS INC-A	22.00	16.59	6,050.17	4,562.03	1,488.14
09/08/2010	05/07/2012	25	UNITED PARCEL SERVICE-CL B	78.03	67.94	1,950.84	1,698.39	252.45
10/21/2010	05/07/2012	45	UNITED PARCEL SERVICE-CL B	78.03	69.86	3,511.51	3,143.70	367.81
10/22/2010	05/07/2012	50	UNITED PARCEL SERVICE-CL B	78.03	69.74	3,901.68	3,487.04	414.64
11/09/2010	05/07/2012	50	UNITED PARCEL SERVICE-CL B	78.03	69.44	3,901.68	3,471.87	429.81
01/18/2011	05/07/2012	25	UNITED PARCEL SERVICE-CL B	78.03	72.85	1,950.84	1,821.31	129.53
03/08/2011	05/07/2012	25	UNITED PARCEL SERVICE-CL B	78.03	73.07	1,950.84	1,826.82	124.02
10/08/2010	05/11/2012	25	EXPRESS SCRIPTS HOLDING CO	55.80	48.13	1,394.82	1,203.19	191.73
03/07/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	54.64	4,184.76	4,097.81	86.95
04/21/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	56.21	4,184.76	4,215.40	-30.64
03/29/2010	05/17/2012	70	GILEAD SCIENCES INC	50.82	46.19	3,557.40	3,233.07	324.33
04/08/2010	05/17/2012	2	GILEAD SCIENCES INC	50.82	45.74	101.64	91.48	10.16
11/08/2010	05/17/2012	32	GILEAD SCIENCES INC	50.82	38.68	1,626.24	1,237.78	388.46
04/01/2011	05/17/2012	60	GILEAD SCIENCES INC	50.82	42.56	3,048.20	2,553.42	495.78
05/20/2010	05/21/2012	175	MARATHON OIL CORP	24.33	19.26	4,257.21	3,369.79	887.42
07/02/2010	05/21/2012	125	MARATHON OIL CORP	24.33	18.83	3,040.86	2,353.56	687.30
02/24/2011	05/21/2012	125	MARATHON OIL CORP	24.33	29.34	3,040.86	3,667.11	-626.25
01/27/2011	05/21/2012	85	QUALCOMM INC	57.08	54.96	4,851.80	4,871.59	180.21
02/04/2011	05/21/2012	45	QUALCOMM INC	57.08	54.86	2,568.60	2,468.62	99.98
02/15/2011	05/21/2012	55	QUALCOMM INC	57.08	58.71	3,139.40	3,229.19	-89.79
02/18/2011	05/21/2012	40	QUALCOMM INC	57.08	59.08	2,283.20	2,363.36	-80.16
03/21/2011	05/21/2012	50	QUALCOMM INC	57.08	53.74	2,854.00	2,686.86	167.14
03/29/2011	05/21/2012	50	QUALCOMM INC	57.08	53.97	2,854.00	2,698.33	155.67
04/28/2011	05/21/2012	50	QUALCOMM INC	57.08	57.43	2,854.00	2,871.67	-17.67
05/13/2011	05/22/2012	65	***TRANSOCEAN LTD	43.91	68.74	2,854.15	4,467.83	-1,613.78
05/16/2011	05/23/2012	65	***POTASH CORP OF SASKATCHEWAN	39.03	52.25	2,536.95	3,395.96	-859.01
09/30/2009	05/24/2012	45	CORNING INC	12.78	15.28	575.11	687.46	-112.35
11/24/2010	05/24/2012	330	CORNING INC	12.78	18.01	4,217.47	5,943.66	-1,726.19
03/17/2011	05/30/2012	50	MONSANTO CO	76.79	67.12	3,839.31	3,355.85	483.46
04/07/2011	05/30/2012	75	MONSANTO CO	76.79	68.44	5,758.97	5,133.32	625.65
04/21/2011	05/30/2012	50	MONSANTO CO	76.79	67.76	3,839.31	3,387.77	451.54
07/08/2009	05/31/2012	435	JPMORGAN CHASE & CO	33.13	32.81	14,413.12	14,272.13	140.99
12/14/2009	05/31/2012	100	JPMORGAN CHASE & CO	33.13	41.74	3,313.36	4,174.21	-860.85
01/13/2010	05/31/2012	43	JPMORGAN CHASE & CO	33.13	44.05	1,424.74	1,894.13	-469.39
06/14/2010	05/31/2012	129	BERNSTEIN INTERMEDIATE	14.03	13.57	1,816.62	1,757.06	59.56
		481	DURATION PORTFOLIO					
10/11/2010	06/06/2012	110	CENTURYLINK INC	37.41	39.68	4,115.45	4,366.29	-250.84
10/14/2010	06/06/2012	85	CENTURYLINK INC	37.41	39.98	3,180.12	3,398.40	-218.28
04/19/2011	06/06/2012	105	CENTURYLINK INC	37.41	39.46	3,928.39	4,143.38	-214.99
07/06/2010	06/08/2012	30	AMAZON COM INC	218.18	111.34	6,545.40	3,340.35	3,205.05
07/13/2010	06/08/2012	25	AMAZON COM INC	218.18	122.82	5,454.50	3,070.43	2,384.07
02/02/2011	06/08/2012	15	AMAZON COM INC	218.18	173.61	3,272.70	2,604.12	668.58
03/14/2011	06/08/2012	15	AMAZON COM INC	218.18	165.43	3,272.70	2,481.43	791.27
07/08/2009	06/08/2012	110	THE WALT DISNEY CO	45.77	22.21	5,035.02	2,443.10	2,591.92

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/01/2010	06/12/2012	34	COMCAST CORP-CLASS A	29.99	16.77	1,019.82	570.19	449.63
04/07/2010	06/12/2012	95	COMCAST CORP-CLASS A	29.99	18.55	2,849.51	1,761.85	1,087.66
05/04/2010	06/12/2012	80	COMCAST CORP-CLASS A	29.99	18.85	2,399.58	1,588.04	811.54
01/20/2011	06/12/2012	127	COMCAST CORP-CLASS A	29.99	23.25	3,809.34	2,953.21	856.13
02/22/2011	06/12/2012	65	COMCAST CORP-CLASS A	29.99	25.27	1,949.66	1,642.55	307.11
03/21/2011	06/12/2012	110	COMCAST CORP-CLASS A	29.99	24.09	3,299.43	2,650.30	649.13
05/16/2011	06/12/2012	65	DIRECTV-CLASS A	43.18	49.49	2,806.90	3,216.54	-409.64
07/08/2009	06/15/2012	125	SCHLUMBERGER LTD	66.21	49.31	8,276.01	6,163.38	2,112.63
07/08/2009	06/18/2012	15	APPLE INC	583.14	135.94	8,747.16	2,039.12	6,708.04
09/16/2010	06/18/2012	50	BROADCOM CORP-CL A	34.50	35.12	1,725.20	1,756.11	-30.91
03/08/2011	06/18/2012	50	BROADCOM CORP-CL A	34.50	41.23	1,725.20	2,061.60	-336.40
05/17/2011	06/18/2012	125	BROADCOM CORP-CL A	34.50	33.33	4,313.00	4,165.79	147.21
11/12/2009	06/18/2012	105	EMC CORP/MASS	24.57	16.83	2,579.73	1,767.39	812.34
02/08/2010	06/18/2012	300	EMC CORP/MASS	24.57	17.00	7,370.67	5,100.03	2,270.64
04/12/2010	06/18/2012	200	EMC CORP/MASS	24.57	19.18	4,913.79	3,836.84	1,076.95
02/25/2011	06/18/2012	70	EMC CORP/MASS	24.57	26.85	1,719.82	1,879.37	-159.55
07/08/2009	06/18/2012	30	GOOGLE INC-CL A	568.28	403.28	17,048.44	12,098.47	4,949.97
02/19/2010	06/18/2012	60	GENERAL ELECTRIC CO	19.66	16.20	1,179.67	972.05	207.62
02/23/2010	06/18/2012	300	GENERAL ELECTRIC CO	19.66	15.92	5,898.33	4,776.33	1,122.00
09/23/2010	06/19/2012	100	ORACLE CORP	28.09	27.35	2,809.00	2,735.23	73.77
10/05/2010	06/19/2012	100	ORACLE CORP	28.09	27.20	2,809.00	2,719.97	89.03
10/25/2010	06/19/2012	175	ORACLE CORP	28.09	29.09	4,915.75	5,090.17	-174.42
11/10/2010	06/19/2012	100	ORACLE CORP	28.09	26.65	2,809.00	2,865.50	-56.50
12/10/2010	06/19/2012	125	ORACLE CORP	28.09	29.76	3,511.25	3,719.53	-208.28
12/22/2010	06/19/2012	75	ORACLE CORP	28.09	31.71	2,106.75	2,378.18	-271.43
03/10/2011	06/19/2012	75	ORACLE CORP	28.09	31.92	2,106.75	2,393.64	-286.89
06/10/2011	06/19/2012	75	ORACLE CORP	28.09	31.36	2,106.75	2,352.02	-245.27
03/02/2011	06/21/2012	15	GOLDMAN SACHS GROUP INC	94.69	161.71	1,420.39	2,425.60	-1,005.21
06/25/2010	06/22/2012	135	JOHNSON & JOHNSON	66.60	59.10	8,991.00	7,878.93	1,012.07
06/30/2010	06/22/2012	65	JOHNSON & JOHNSON	66.60	59.22	4,329.00	3,849.20	479.80
01/13/2010	06/26/2012	57	JPMORGAN CHASE & CO	35.75	44.05	2,037.99	2,510.82	-472.83
08/30/2010	06/26/2012	125	JPMORGAN CHASE & CO	35.75	36.28	4,469.29	4,534.89	-65.60
09/01/2010	06/26/2012	125	JPMORGAN CHASE & CO	35.75	37.26	4,469.29	4,657.28	-187.99
01/25/2011	06/27/2012	20	DEVON ENERGY CORPORATION	55.98	83.91	1,119.57	1,678.18	-558.61
02/24/2011	06/27/2012	50	DEVON ENERGY CORPORATION	55.98	88.47	2,798.93	4,423.56	-1,624.63
03/11/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	88.10	1,399.47	2,202.44	-802.97
05/12/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	81.65	1,399.46	2,041.26	-641.80
07/08/2009	06/27/2012	200	PFIZER INC	22.60	14.74	4,520.96	2,847.28	1,673.68
12/08/2010	06/29/2012	20	FLWSERVE CORPORATION	114.69	113.84	2,293.86	2,276.83	17.03
03/18/2011	06/29/2012	15	FLWSERVE CORPORATION	114.69	122.77	1,720.39	1,841.55	-121.16
04/13/2011	06/29/2012	25	FLWSERVE CORPORATION	114.69	127.33	2,867.33	3,183.35	-316.02
05/06/2011	06/29/2012	25	FLWSERVE CORPORATION	114.69	122.18	2,867.32	3,054.41	-187.09
06/14/2010	06/29/2012	160	BERNSTEIN INTERMEDIATE	14.02	13.57	2,250.00	2,177.78	72.22
		485	DURATION PORTFOLIO					
02/24/2011	07/13/2012	37	MARATHON PETROLEUM CORP	44.72	38.28	1,654.68	1,416.53	238.15
03/15/2011	07/18/2012	25	BORGWARNER INC	64.87	73.16	1,621.63	1,828.97	-207.34
04/01/2011	07/18/2012	25	BORGWARNER INC	64.87	81.66	1,621.63	2,041.43	-419.80
05/26/2011	07/18/2012	75	TRW AUTDMOTIVE HOLDINGS CORP	36.58	54.81	2,743.31	4,110.66	-1,367.35
05/04/2010	07/19/2012	50	EDG RESOURCES INC	98.03	109.42	4,901.35	5,470.99	-569.64

Capital Gains Report

SK FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/20/2010	07/19/2012	275	FORD MOTOR CO	9.35	13.85	2,571.69	3,809.44	-1,237.75
07/08/2009	07/20/2012	20	APPLE INC	606.93	135.94	12,138.54	2,718.83	9,419.71
02/03/2010	07/24/2012	45	NOBLE ENERGY INC	84.55	76.74	3,804.89	3,453.45	351.44
04/29/2010	07/24/2012	5	NOBLE ENERGY INC	84.55	78.95	422.76	394.77	27.99
04/29/2010	07/24/2012	25	NOBLE ENERGY INC	84.55	78.95	2,113.82	1,873.86	139.96
04/29/2010	07/25/2012	64	WELLS FARGO & COMPANY	33.09	33.18	2,117.91	2,123.60	-5.69
02/14/2011	07/25/2012	56	WELLS FARGO & COMPANY	33.09	33.78	1,853.17	1,891.61	-38.44
05/19/2011	07/26/2012	85	***COVIDIEN PLC	53.88	57.28	4,579.41	4,868.84	-289.43
07/20/2011	07/26/2012	45	***COVIDIEN PLC	53.88	51.81	2,424.39	2,331.54	92.85
05/09/2011	07/30/2012	90	LAM RESEARCH CORP	34.14	48.39	3,072.60	4,355.35	-1,282.75
11/08/2010	07/31/2012	50	DELTA AIR LINES INC	9.66	13.99	482.84	699.61	-216.77
12/27/2010	07/31/2012	150	DELTA AIR LINES INC	9.66	12.50	1,448.51	1,875.48	-426.97
01/25/2011	07/31/2012	150	DELTA AIR LINES INC	9.66	11.70	1,448.50	1,755.41	-306.91
06/14/2010	07/31/2012	97	BERNSTEIN INTERMEDIATE	14.21	13.57	1,378.54	1,316.45	62.09
		012	DURATION PORTFOLIO					
07/30/2010	08/02/2012	80	LEAR CORP	36.56	38.40	2,924.52	3,072.03	-147.51
05/26/2011	08/02/2012	85	LEAR CORP	36.56	49.13	3,107.30	4,176.47	-1,069.17
06/15/2011	08/03/2012	15	PRECISION CASTPARTS CORP	156.27	151.78	2,344.08	2,276.66	67.42
03/14/2011	08/09/2012	25	ROCKWELL AUTOMATION INC	70.85	86.58	1,771.14	2,164.60	-393.46
01/06/2011	08/10/2012	20	ALLERGAN INC	85.44	70.60	1,708.72	1,411.96	296.76
01/12/2011	08/10/2012	40	ALLERGAN INC	85.44	70.70	3,417.45	2,827.84	589.61
02/10/2011	08/10/2012	40	ALLERGAN INC	85.44	72.78	3,417.44	2,911.03	506.41
03/14/2011	08/10/2012	40	ALLERGAN INC	85.44	71.06	3,417.45	2,842.56	574.89
03/30/2011	08/10/2012	25	ALLERGAN INC	85.44	71.39	2,136.90	1,784.67	351.23
05/10/2011	08/15/2012	105	MCGRAW-HILL COMPANIES INC	49.05	42.12	5,149.77	4,422.63	727.14
08/08/2011	08/16/2012	143	GILEAD SCIENCES INC	57.12	36.86	8,167.66	5,270.42	2,897.24
07/08/2009	08/16/2012	300	PFIZER INC	23.93	14.74	7,180.08	4,420.92	2,759.16
11/29/2010	08/16/2012	75	VIACOM INC-CLASS B	49.87	37.47	3,740.30	2,809.97	930.33
07/08/2009	08/17/2012	125	DANAHER CORP	53.39	28.97	6,674.03	3,620.77	3,053.26
08/04/2011	08/17/2012	25	VISA INC - CLASS A SHRS	128.98	85.68	3,224.39	2,141.93	1,082.46
07/08/2009	08/20/2012	70	TIME WARNER CABLE	89.47	29.84	6,262.66	2,088.76	4,173.90
12/15/2009	08/20/2012	55	TIME WARNER CABLE	89.47	42.67	4,920.67	2,346.63	2,574.04
08/10/2011	08/23/2012	50	CENTURYLINK INC	41.56	33.61	2,078.04	1,680.61	397.43
07/08/2009	08/24/2012	40	DANAHER CORP	53.36	28.97	2,134.36	1,158.64	975.72
10/14/2009	08/24/2012	10	DANAHER CORP	53.36	34.65	533.59	346.48	187.11
08/04/2011	08/24/2012	35	VISA INC - CLASS A SHRS	126.76	85.68	4,436.72	2,988.70	1,438.02
07/18/2011	08/27/2012	350	APPLIED MATERIALS INC	11.70	12.36	4,095.00	4,325.62	-230.62
10/28/2010	08/28/2012	325	GANNETT CO	15.02	11.98	4,881.60	3,893.01	988.59
07/09/2010	09/13/2012	25	EOG RESOURCES INC	115.24	106.58	2,880.93	2,664.50	216.43
08/25/2010	09/13/2012	20	EOG RESOURCES INC	115.24	86.02	2,304.74	1,720.50	584.24
10/04/2010	09/13/2012	5	EOG RESOURCES INC	115.24	96.12	576.18	480.62	95.56
07/08/2009	09/13/2012	2	NVR INC	860.67	481.37	1,721.34	962.74	758.60
08/21/2009	09/13/2012	4	NVR INC	860.67	665.28	3,442.69	2,661.14	781.55
02/23/2011	09/27/2012	85	CITIGROUP INC	33.15	46.99	2,817.86	3,993.73	-1,175.87
02/28/2011	09/27/2012	115	CITIGROUP INC	33.15	47.17	3,812.40	5,423.98	-1,611.58
03/02/2011	09/27/2012	60	CITIGROUP INC	33.15	45.98	1,989.08	2,759.16	-770.08
08/08/2011	09/27/2012	75	GILEAD SCIENCES INC	66.68	36.86	5,001.00	2,764.21	2,236.79
06/03/2011	09/27/2012	20	***LYONDELLBASELL INDU-CL A	51.96	39.98	1,039.12	799.56	239.56
09/22/2011	09/27/2012	30	***LYONDELLBASELL INDU-CL A	51.96	26.64	1,558.67	799.10	759.57

Capital Gains Report

SK FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/08/2011	10/01/2012	50	GENERAL MOTORS CO	23.21	28.91	1,160.27	1,445.42	-285.15
06/11/2011	10/01/2012	75	GENERAL MOTORS CO	23.21	28.87	1,740.41	2,165.07	-424.66
06/22/2011	10/01/2012	75	GENERAL MOTORS CO	23.21	30.02	1,740.40	2,251.76	-511.36
08/16/2011	10/04/2012	100	GILEAD SCIENCES INC	69.65	38.58	6,964.54	3,857.64	3,106.90
12/15/2009	10/04/2012	25	TIME WARNER CABLE	99.03	42.67	2,475.76	1,066.65	1,409.11
12/16/2010	10/11/2012	50	INTUIT INC	59.60	48.75	2,979.90	2,437.50	542.40
05/11/2010	10/15/2012	65	THE WALT DISNEY CO	50.61	35.71	3,289.48	2,321.31	968.17
07/18/2011	10/22/2012	50	***TRANSOCEAN LTD	48.60	62.43	2,429.78	3,121.52	-691.74
05/11/2010	10/23/2012	75	THE WALT DISNEY CO	50.98	35.71	3,823.50	2,678.43	1,145.07
06/14/2010	10/31/2012	157	BERNSTEIN INTERMEDIATE	14.28	13.57	2,250.00	2,138.13	111.87
		563	DURATION PORTFOLIO					
07/18/2011	11/08/2012	10	***TRANSOCEAN LTD	46.74	62.43	467.38	624.30	-156.92
08/02/2011	11/08/2012	65	***TRANSOCEAN LTD	46.74	60.31	3,038.00	3,920.02	-882.02
05/12/2010	11/16/2012	150	***ASTRAZENECA PLC-SPONS ADR	44.39	43.23	6,659.09	6,484.77	174.32
06/23/2011	11/16/2012	200	TYSON FOODS INC-CL A	16.77	18.55	3,353.70	3,709.80	-356.10
06/14/2010	11/30/2012	157	BERNSTEIN INTERMEDIATE	14.27	13.57	2,250.00	2,139.62	110.38
		673	DURATION PORTFOLIO					
07/08/2009	12/03/2012	10	APPLE INC	588.38	135.94	5,883.80	1,359.41	4,524.39
10/04/2010	12/07/2012	15	EOG RESOURCES INC	117.58	96.12	1,763.77	1,441.84	321.93
01/20/2011	12/07/2012	10	EOG RESOURCES INC	117.58	99.82	1,175.85	998.19	177.66
08/18/2011	12/13/2012	250	NV ENERGY INC	18.35	14.48	4,586.80	3,619.67	967.13
07/08/2009	12/20/2012	50	SCHLUMBERGER LTD	71.05	49.31	3,552.49	2,465.35	1,087.14
12/22/2011	12/28/2012	200	CISCO SYSTEMS INC	19.55	18.16	3,909.72	3,631.56	278.36
SUBTOTAL FOR LONG-TERM NON-COVERED						701,247.32	597,828.86	103,418.46
CASH IN LIEU COVERED								
	11/20/2012		KRAFT FOODS GRDUP INC-W/I			30.38		30.38
SUBTOTAL FOR CASH IN LIEU COVERED						30.38	0.00	30.38
TOTAL						1,502,272.63	1,390,183.56	112,089.07

**** ACCOUNT TOTALS ****

CURRENT PERIOD - 6/L	112,089.07
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	8,640.23
SHORT TERM TOTAL	8,640.23
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	103,418.46

Capital Gains Report

SK FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			LONG TERM TOTAL				103,418.46	
			CIL - COVERED				30.38	

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the 1 R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

CIL represents cash in lieu of fractional shares.

This information should be reviewed by your tax advisor or accountant.

Grants and Contributions Paid During the Year

Charity	Address	Address 2	Recipient status	Purpose of grant	Amount
Amazing Place	3735 Drexel Dr	Houston, TX 77027	Public charity	charitable	3,000
Bo's Place	10050 Buffalo Speedway	Houston, TX 77054	Public charity	charitable	3,000
Camp for All	10500 NW Freeway, Suite 220	Houston, TX 77092	Public charity	charitable	5,000
Cesar Kleberg Wildlife Research Inst	Texas A&M University-Kingsville	700 University Blvd, MSC 218	Public charity	charitable	1,000
Choice "KTSU" Houston	3100 Cleburne Street	Houston, TX 77004	Public charity	charitable	250
Combat Wounded Mannes Fund	P O Box 25341	Houston, TX 77265	Public charity	charitable	1,000
Consortium on Aging	7000 Fannin Street, UCT-1703	Houston, TX 77030	Public charity	charitable	1,000
Foundation of Cancer Survivors	P O Box 792	Missouri City, TX 77459	Public charity	charitable	1,000
Free Enterprise Institute	9525 Katy Freeway, Suite 303	Houston, TX 77024-1415	Public charity	charitable	2,500
Friends for Life	P O Box 70575	Houston, TX 77270-0575	Public charity	charitable	250
Friends of Lake McQueeney	P O Box 781	McQueeney, TX 78123	Public charity	charitable	1,000
Goodwill Industries of Houston	1140 West Loop North	Houston, TX 77055	Public charity	charitable	5,000
Gulf Coast Bird Observatory	103 Hwy 332 West	Lake Jackson, TX 77566	Public charity	charitable	1,000
Hermann Park Conservancy	6201-A Hermann Park Drive	Houston, TX 77030	Public charity	charitable	1,000
Hispaniola Medical Charity	4304 Newcastle Ct	Bryan, TX 77802	Public charity	charitable	5,000
Houston Audubon	404 Wilchester	Houston, TX 77079	Public charity	charitable	1,000
Houston Ballet	601 Preston	Houston, TX 77002	Public charity	charitable	500
Houston BARC Foundation	P O Box 22568	Houston, TX 77227-2568	Public charity	charitable	250
Houston Food Bank	535 Portwall Street	Houston, TX 77029	Public charity	charitable	5,000
Houston Humane Society	14700 Alameda	Houston, TX 77053	Public charity	charitable	250
International Crane Foundation	E 11376 Shady Lane Rd	Baraboo, WI 53913-0447	Public charity	charitable	2,000
Lake Prairie Conservatory	3015 Richmond Ave, Ste 230	Houston, TX 77098-3114	Public charity	charitable	1,000
Lamar High School Alumni Assn	P O Box 540207	Houston, TX 77254	Public charity	charitable	1,500
March of Dimes	3000 Wesleyan, #100	Houston, TX 77027	Public charity	charitable	125
McQueeney Volunteer Fire Dept	P O Box 500	McQueeney, TX 78123-0500	Public charity	charitable	3,000
Milby High School Futbol Club	1602 Broadway	Houston, TX 77012	Public charity	charitable	500
Jeremiah Center	5015 Fannin Street	Houston, TX 77004	Public charity	charitable	250
River Oaks Baptist School	2300 Willowick	Houston, TX 77027	Public charity	educational	3,000
San Jose Clinic	2615 Fannin Street	Houston, TX 77002	Public charity	charitable	250
Southwestern University	P O Box 770	Georgetown, TX 78627-0770	Public charity	educational	3,000
St Lukes Foundation (Friends of Nursing)	P O Box 20269	Houston, TX 77225	Public charity	charitable	1,000
Texas Exes Houston Chapter	P O Box 271648	Houston, TX 77277	Public charity	charitable	2,500
The Center for Hearing and Speech	3636 W Dallas Avenue	Houston, TX 77019	Public charity	charitable	5,000
The Chinquapin Preparatory School	2615 E. Wallisville Road	Highlands, TX 77562-3199	Public charity	charitable	1,000
The Council on Alcohol & Drugs - Houston	P O Box 2768	Houston, TX 77252-2768	Public charity	charitable	5,000
The Histo CURE Foundation	17011 Lincoln Ave #517	Parker, CO 80134	Public charity	charitable	5,000
The Houston SPCA	900 Portway	Houston, TX 77024	Public charity	charitable	250
The Open Door Mission Foundation	P O Box 849	Houston, TX 77001-0849	Public charity	charitable	5,000
The Pansh School	11001 Hammerly Blvd	Houston, TX 77043	Public charity	educational	4,000
The Perwinkle Foundation	3000 Richmond Avenue, Suite 340	Houston, TX 77098	Public charity	charitable	1,000
The Salvation Army	1500 Austin Street	Houston, TX 77002	Public charity	charitable	5,500
The Star of Hope Mission	P O Box 1505	Houston, TX 77251-1505	Public charity	charitable	5,000
University of Texas Austin	1 University Station	Austin, TX 78712	Public charity	educational	500
Wounded Warrior Project	12672 Silicon Drive, Suite 105	San Antonio, TX 78249	Public charity	charitable	1,000
Yellowstone Academy	3000 Trulley St.	Houston, TX 77004	Public charity	educational	1,000
Total contributions					95,375

SK FOUNDATION
INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2012

Qty	Holding	Total Cost	Market Value
111,855.575	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	1,521,940	\$ 1,570,017
39,276.261	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	\$ 475,564	\$ 546,333
3,949.659	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	\$ 106,082	\$ 111,657
85.000	APPLE INC	\$ 20,850	\$ 45,308
2,481.012	AB DISCOVERY VALUE FUND CL ADV	\$ 39,916	\$ 43,046
1,700.000	PFIZER INC	\$ 26,840	\$ 42,634
5,421.429	AB DISCOVERY GROWTH FND CL ADV	\$ 37,950	\$ 40,552
840.000	CITIGROUP INC	\$ 34,454	\$ 33,230
700.000	ASTRAZENECA PLC-SPONS ADR	\$ 31,057	\$ 33,089
900.000	WELLS FARGO & COMPANY	\$ 28,915	\$ 30,762
950.000	ALTRIA GROUP INC	\$ 28,187	\$ 29,868
475.000	WELLPOINT INC	\$ 32,904	\$ 28,937
1,100.000	KROGER CO	\$ 25,110	\$ 28,622
40.000	GOOGLE INC-CL A	\$ 20,873	\$ 28,375
135.000	INTL BUSINESS MACHINES CORP	\$ 26,883	\$ 25,859
300.000	PHILIP MORRIS INTERNATIONAL	\$ 26,301	\$ 25,092
600.000	BP PLC-SPONS ADR	\$ 23,720	\$ 24,984
130.000	PRECISION CASTPARTS CORP	\$ 20,986	\$ 24,625
350.000	JOHNSON & JOHNSON	\$ 21,452	\$ 24,535
150.000	BIOGEN IDEC INC	\$ 21,580	\$ 22,001
145.000	VISA INC - CLASS A SHRS	\$ 17,720	\$ 21,979
300.000	SCHLUMBERGER LTD	\$ 19,131	\$ 20,790
275.000	COGNIZANT TECH SOLUTIONS-A	\$ 19,980	\$ 20,364
525.000	CIT GROUP INC	\$ 18,609	\$ 20,286
1,400.000	HEWLETT-PACKARD CO	\$ 42,873	\$ 19,950
300.000	CITRIX SYSTEMS INC	\$ 20,028	\$ 19,725
350.000	DANAHER CORP	\$ 14,272	\$ 19,565
225.000	EXXON MOBIL CORP	\$ 18,035	\$ 19,474
355.000	UNITEDHEALTH GROUP INC	\$ 16,366	\$ 19,255
150.000	UNION PACIFIC CORP	\$ 17,672	\$ 18,858
150.000	INTERCONTINENTALEXCHANGE INC	\$ 20,006	\$ 18,572
120.000	SHERWIN-WILLIAMS CO/THE	\$ 16,084	\$ 18,458
350.000	THE WALT DISNEY CO.	\$ 12,719	\$ 17,427

SK FOUNDATION
INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2012

Qty	Holding	Total Cost	Market Value
275.000	HOME DEPOT INC	\$ 14,758	\$ 17,009
250.000	DIAMOND OFFSHORE DRILLING	\$ 16,347	\$ 16,990
475.000	KINDER MORGAN INC	\$ 16,473	\$ 16,782
425.000	MACYS INC	\$ 14,364	\$ 16,584
135.000	LORILLARD INC	\$ 14,799	\$ 15,750
150.000	NOBLE ENERGY INC	\$ 12,184	\$ 15,261
60.000	AMAZON COM INC	\$ 13,464	\$ 15,068
275.000	EATON CORP PLC	\$ 12,272	\$ 14,900
350.000	TJX COMPANIES INC	\$ 15,715	\$ 14,858
275.000	STARBUCKS CORP	\$ 9,945	\$ 14,746
30.000	INTUITIVE SURGICAL INC	\$ 15,216	\$ 14,711
150.000	TIME WARNER CABLE	\$ 8,342	\$ 14,579
275.000	VIACOM INC-CLASS B	\$ 12,079	\$ 14,504
350.000	MEDTRONIC INC	\$ 14,947	\$ 14,357
300.000	TIME WARNER INC	\$ 12,326	\$ 14,349
250.000	LYONDELLBASELL INDU-CL A	\$ 9,031	\$ 14,273
1,100.000	FORD MOTOR CO	\$ 11,415	\$ 14,245
145.000	MCKESSON CORP	\$ 12,760	\$ 14,059
1,200.000	MGM RESORTS INTERNATIONAL	\$ 13,786	\$ 13,968
150.000	IDEXX LABS CORP	\$ 13,435	\$ 13,920
700.000	CISCO SYSTEMS INC	\$ 13,909	\$ 13,755
1,200.000	APPLIED MATERIALS INC	\$ 14,076	\$ 13,728
200.000	NATIONAL - OILWELL INC	\$ 16,072	\$ 13,670
200.000	WAL-MART STORES INC	\$ 13,273	\$ 13,646
650.000	GENERAL ELECTRIC CO	\$ 12,498	\$ 13,644
225.000	INTUIT INC	\$ 10,898	\$ 13,388
175.000	CLOROX COMPANY	\$ 12,619	\$ 12,814
400.000	US BANCORP	\$ 12,646	\$ 12,776
1,100.000	BANK OF AMERICA CORP	\$ 11,628	\$ 12,771
325.000	DISCOVER FINANCIAL SERVICES	\$ 13,131	\$ 12,529
350.000	AT&T INC	\$ 11,095	\$ 11,799
150.000	BECTON DICKINSON & CO	\$ 11,463	\$ 11,729
100.000	LIBERTY MEDIA CORP - LIBER-A	\$ 11,113	\$ 11,601
325.000	FIDELITY NATIONAL INFORMATION	\$ 10,747	\$ 11,313
125.000	BERKSHIRE HATHAWAY INC-CL B	\$ 10,624	\$ 11,213
600.000	NV ENERGY INC	\$ 10,174	\$ 10,884

SK FOUNDATION
INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2012

Qty.	Holding	Total Cost	Market Value
250.000	VERIZON COMMUNICATIONS INC	\$ 11,368	\$ 10,818
100.000	CHEVRON CORP	\$ 10,655	\$ 10,814
400.000	MICROSOFT CORP	\$ 12,029	\$ 10,692
35.000	CHIPOTLE MEXICAN GRILL-CL A	\$ 12,297	\$ 10,411
275.000	COMCAST CORP-CLASS A	\$ 6,721	\$ 10,280
125.000	UNITED TECHNOLOGIES CORP	\$ 9,928	\$ 10,251
250.000	MERCK & CO. INC.	\$ 11,195	\$ 10,235
150.000	ANSYS INC	\$ 8,778	\$ 10,101
450.000	TIBCO SOFTWARE INC	\$ 13,719	\$ 9,905
225.000	JPMORGAN CHASE & CO	\$ 9,795	\$ 9,893
100.000	ULTA SALON COSMETICS & FRAGRAN	\$ 9,830	\$ 9,826
325.000	BB&T CORP	\$ 11,059	\$ 9,461
400.000	FIDELITY NATIONAL FINANCIAL IN	\$ 8,494	\$ 9,420
1,400.000	MICRON TECHNOLOGY INC	\$ 7,732	\$ 8,890
100.000	MCDONALD'S CORP	\$ 9,045	\$ 8,821
450.000	TYSON FOODS INC-CL A	\$ 7,709	\$ 8,730
475.000	PULTE GROUP INC	\$ 7,274	\$ 8,626
75.000	LINKEDIN CORP - A	\$ 7,347	\$ 8,612
175.000	HARRIS CORP	\$ 8,761	\$ 8,568
150.000	COACH INC	\$ 10,745	\$ 8,327
100.000	PARTNERRE LTD	\$ 8,131	\$ 8,049
175.000	KRAFT FOODS GROUP INC-W/I	\$ 7,902	\$ 7,957
160.000	HARLEY DAVIDSON INC	\$ 6,165	\$ 7,813
650.000	DELTA AIR LINES INC	\$ 6,637	\$ 7,716
150.000	EBAY INC	\$ 7,082	\$ 7,653
75.000	F5 NETWORKS INC	\$ 9,046	\$ 7,286
150.000	REYNOLDS AMERICAN INC	\$ 6,212	\$ 6,215
50.000	EOG RESOURCES INC	\$ 5,179	\$ 6,040
175.000	MARSH & MCLENNAN COS INC	\$ 6,016	\$ 6,032
75.000	FISERV INC	\$ 5,905	\$ 5,927
225.000	HEALTH NET INC	\$ 6,853	\$ 5,468
75.000	PETSMART	\$ 5,085	\$ 5,126
75.000	PROCTER & GAMBLE CO	\$ 4,733	\$ 5,092
100.000	DIRECTV	\$ 4,846	\$ 5,016
50.000	AMGEN INC	\$ 3,569	\$ 4,316
100.000	VERTEX PHARMACEUTICALS INC	\$ 4,424	\$ 4,194



Global Wealth Management

SK FOUNDATION
INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2012

Qty.	Holding	Total Cost	Market Value
25.000	AFFILIATED MANAGERS GROUP INC	\$ 3,197	\$ 3,254
95,518.399	OVERLAY A PORTFOLIO CLASS 1	\$ 977,741	\$ 1,001,988
61,956.206	OVERLAY B PORTFOLIO CLASS 1	\$ 639,667	\$ 666,029
NET PORTFOLIO VALUE		\$ 5,197,558	\$ 5,480,242